

MARVEL[®]
ULTIMATE
SPIDER-MAN[™]

ISSUE
1
POWERLESS





70 YEARS OF MARVEL COMICS

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

WWW.MARVEL.COM





OZ EXPERIMENT 56
SUBJECT: ARACHNID NO. 00



YOU A
FAN OF GREEK
MYTHOLOGY,
JUSTIN?

NOT
REALLY,
SIR.

EVER
HEAR THE MYTH
OF ARACHNE?

CAN'T
SAY I HAVE,
MR. OSBORN.



THE STORY GOES THAT
ATHENA -- YOU KNOW ATHENA,
RIGHT? SEEMS SHE HEARD THERE
WAS THIS WOMAN ON EARTH -- A
MERE MORTAL, LIKE YOU AND
ME -- WHO HAPPENED TO BE
A BETTER SPINSTRESS
THAN SHE WAS.

SPINSTRESS?

ATHENA WASN'T
TOO HAPPY TO HEAR
THIS AND SHE CAME DOWN
TO EARTH AND DESTROYED
THE WOMAN'S
CREATIONS.

SOUNDS
LIKE A
WOMAN.

WHEN THIS
MORTAL GIRL SAW
WHAT HAD HAPPENED --
THAT SHE HAD INSULTED
THE GODS AND THAT HER
LIFE'S WORK HAD BEEN
DESTROYED -- SHE
HANGED HERSELF.



ATHENA TOOK PITY ON
THIS POOR GIRL, AND
TOUCHED HER ON THE
FOREHEAD WITH A
MAGIC LIQUID AND
SAID:

"YOU SHALL
NOT DIE, ARACHNE.
INSTEAD YOU SHALL
BE TRANSFORMED AND
WEAVE YOUR WEB
FOREVER."



AT ATHENA'S WORDS,
ARACHNE SHRANK AND
BLACKENED.

FIRST HER
NOSE AND EARS
FELL OFF, AND THEN
HER FINGERS TURNED
INTO LEGS --



-- WHAT WAS LEFT OF
HER BECAME HER BODY,
OUT OF WHICH SHE
SPINS AND WAS LEFT
TO SPIN HER
WEB.

MR.
OSBORN?

STAN LEE PRESENTS

POWERLESS

OSBORN INDUSTRIES, MAIN LABORATORY FACILITY, LONG ISLAND, NEW YORK...

MR. OSBORN, YOUR LAWYER IS ON THE CELL PHONE. SAYS IT'S IMPORTANT.

IMPORTANT TO WHOM?

Based on the original story in Amazing Fantasy #15 by Stan Lee and Steve Ditko.

I TOLD YOU I DON'T WANT TO BE BOTHERED IN MY LAB. TELL HIM THERE IS NO ROOM TO NEGOTIATE. WHAT? NO. I SAID NO.
NO! NOW THAT YOU DISTURBED ME, LET ME DISTURB YOU.

LET ME TELL YOU WHAT "OZ" MEANS. OZ IS A WONDER DRUG. OZ IS MY MOST SIGNIFICANT INVENTION.

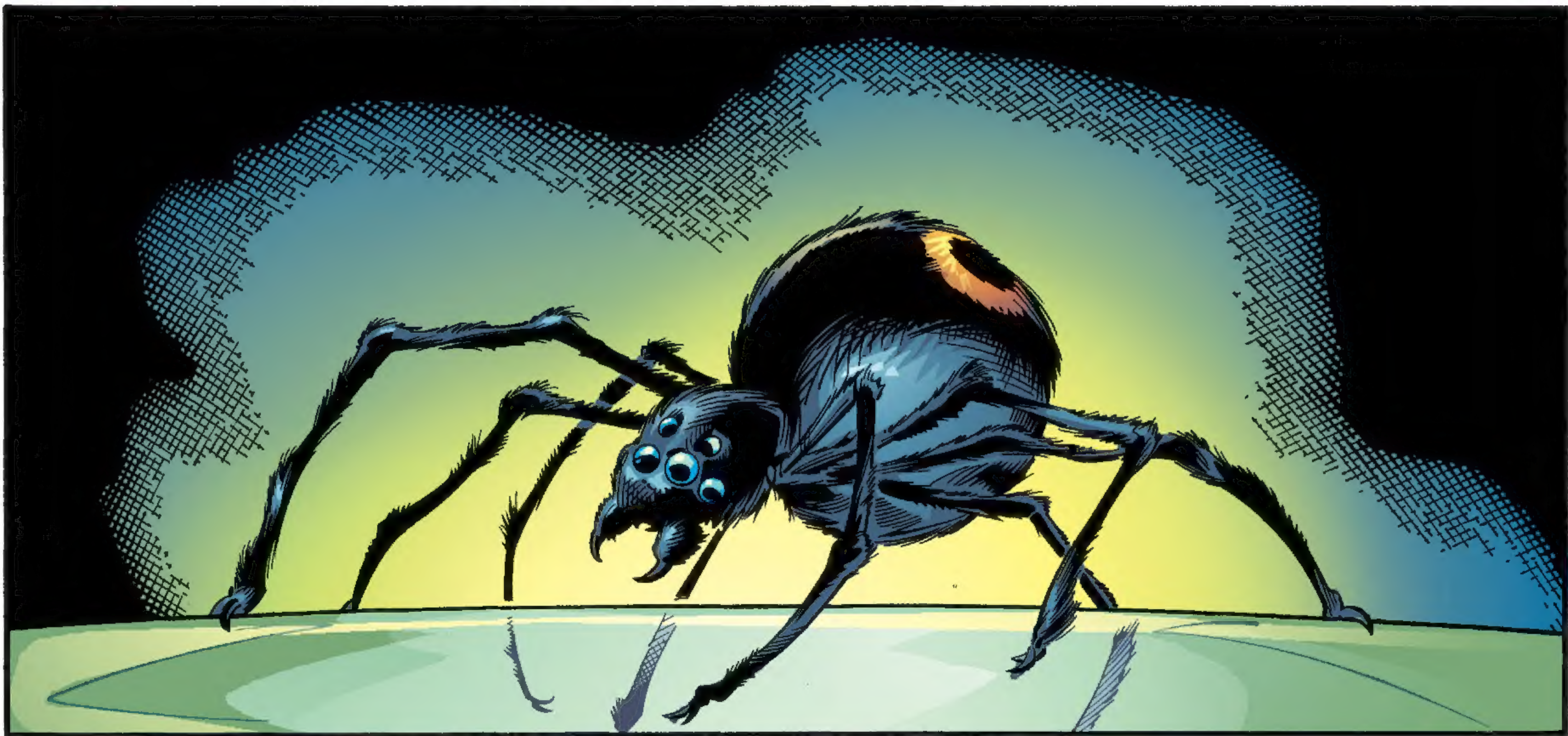
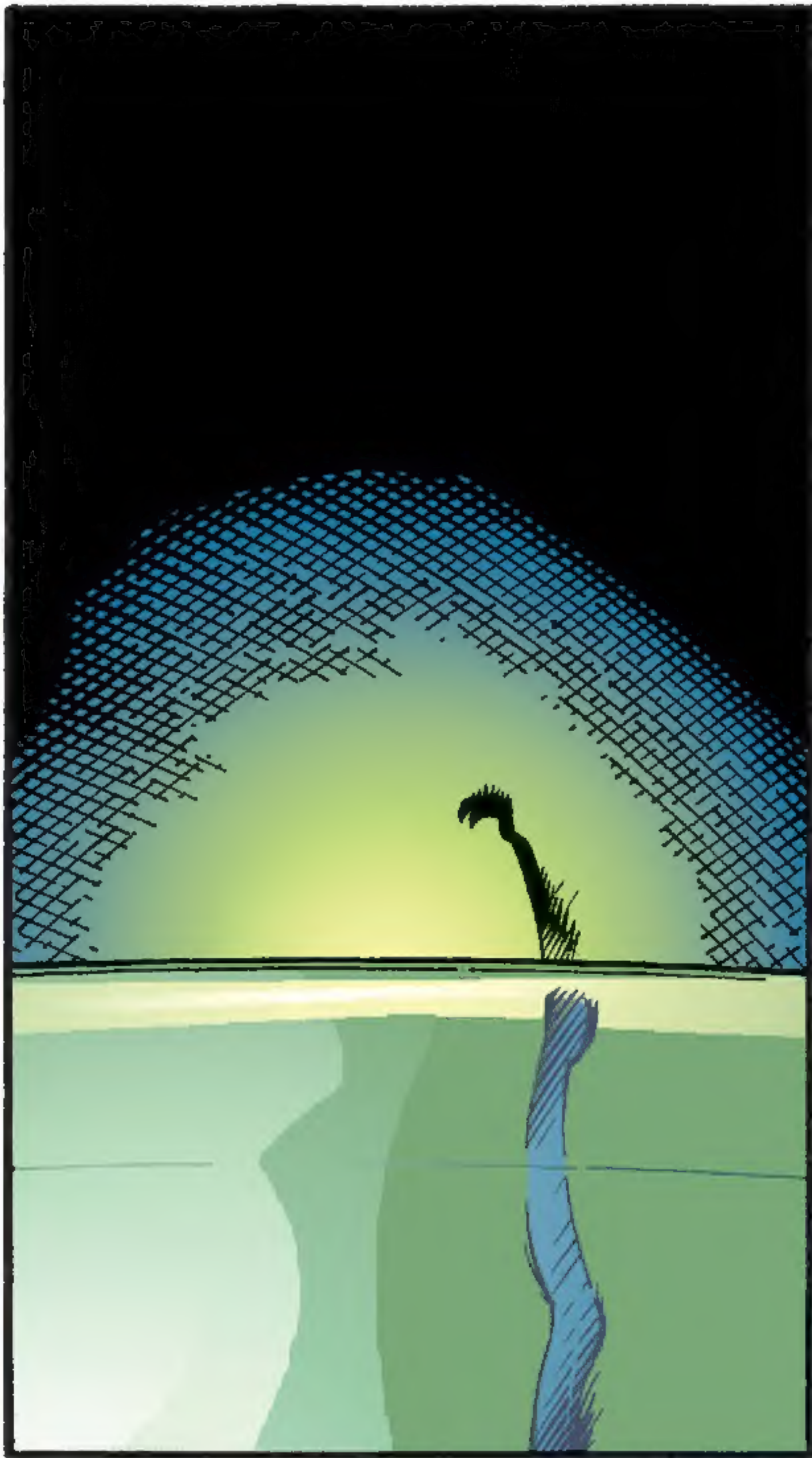
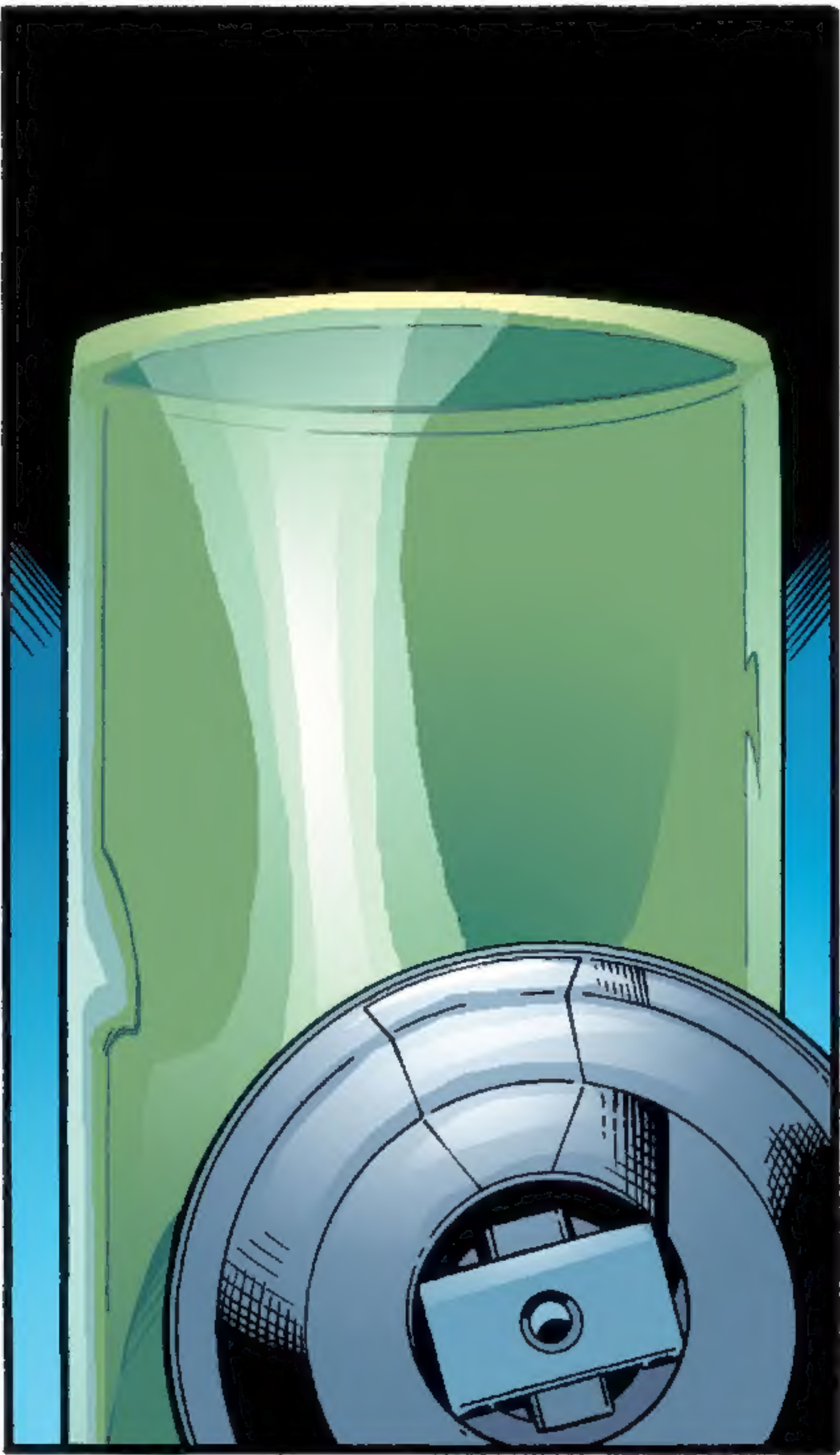
LET ME TELL YOU WHAT THIS NEW DISCOVERY IS GOING TO MEAN TO THE COUNTRY'S ECONOMY! YES -- YES.

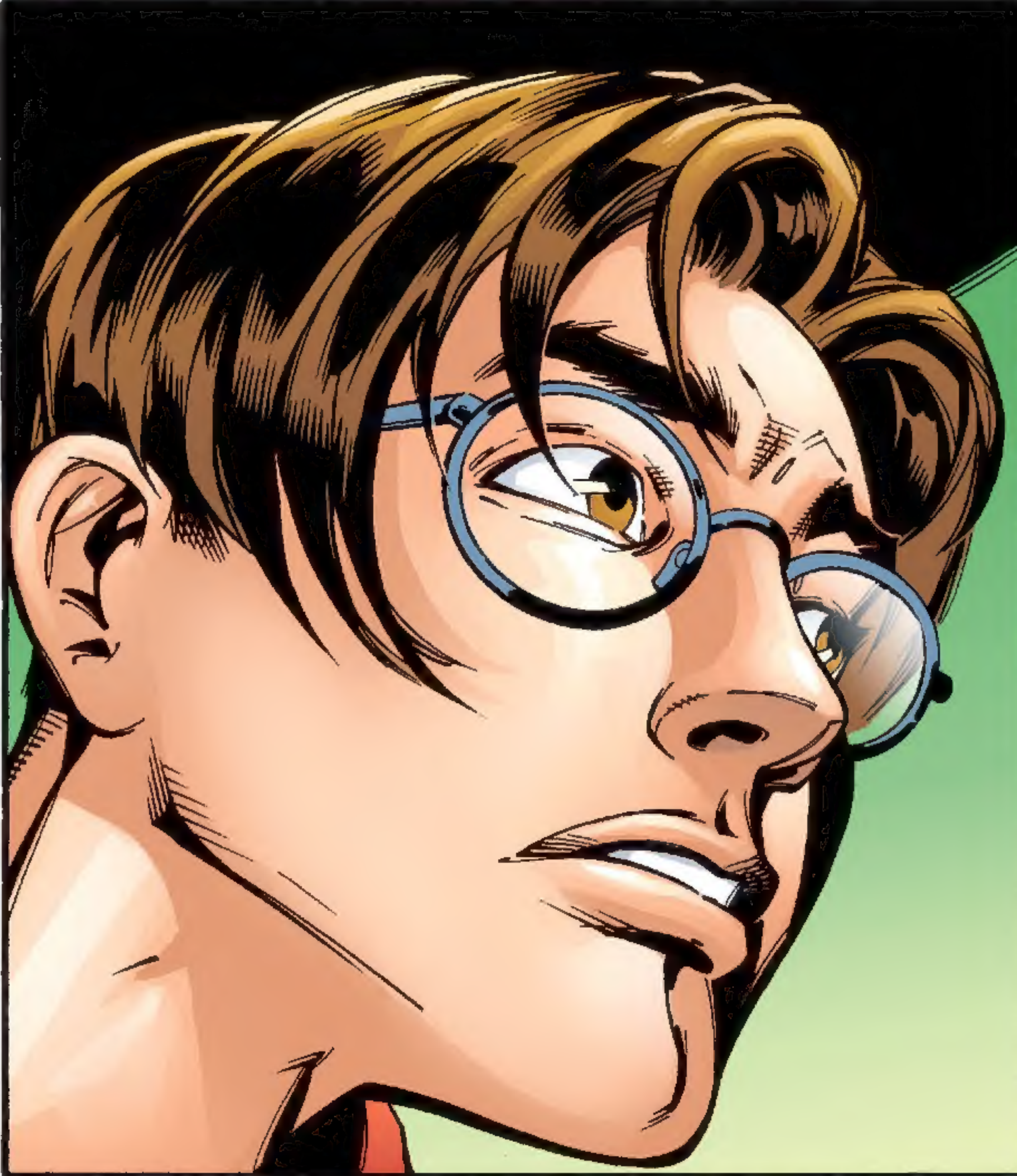
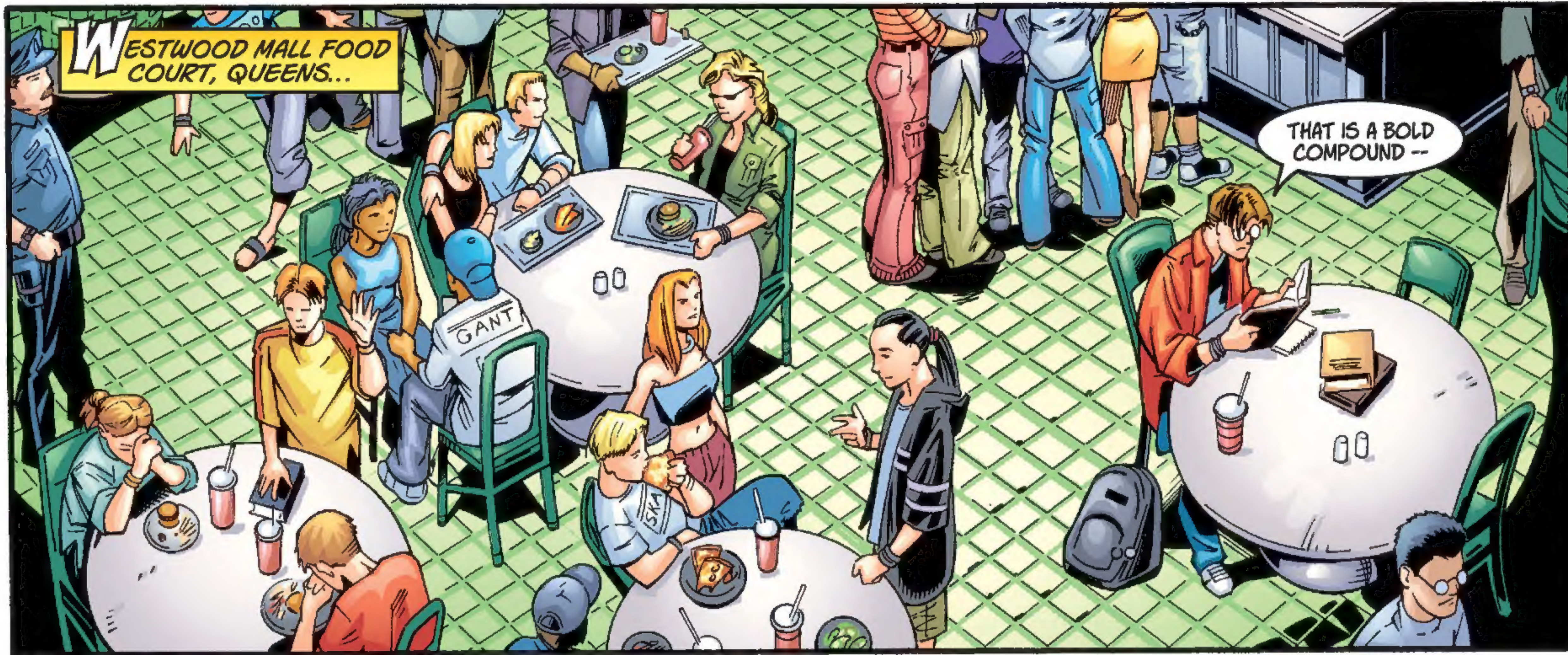
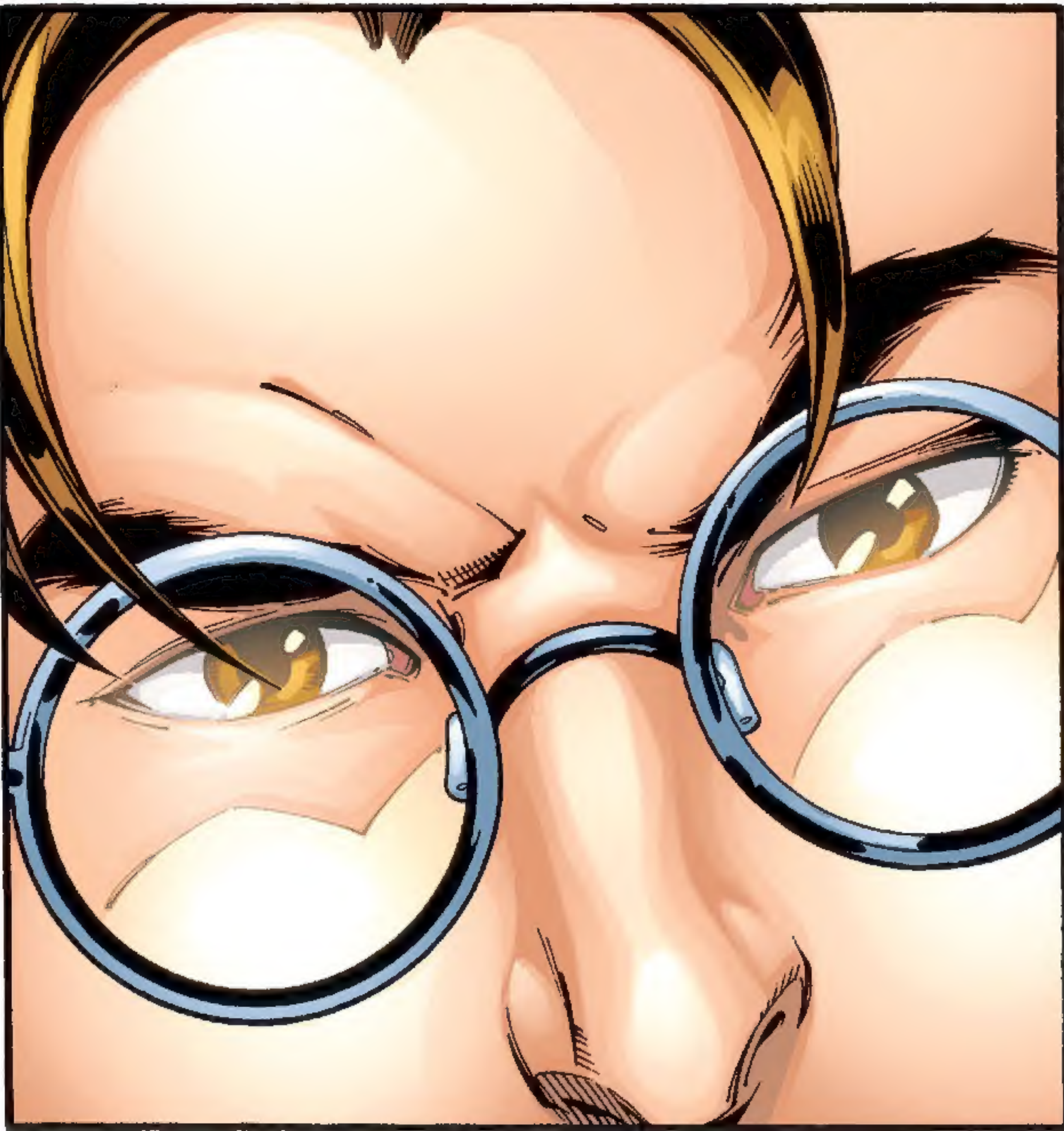
THE TESTING IS GOING VERY WELL. EXTREMELY WELL. WE ARE PRODUCT-TESTING IT NOW. WHAT? ON -- ON ALL SORTS OF -- ON MAMMALS, INSECTS.

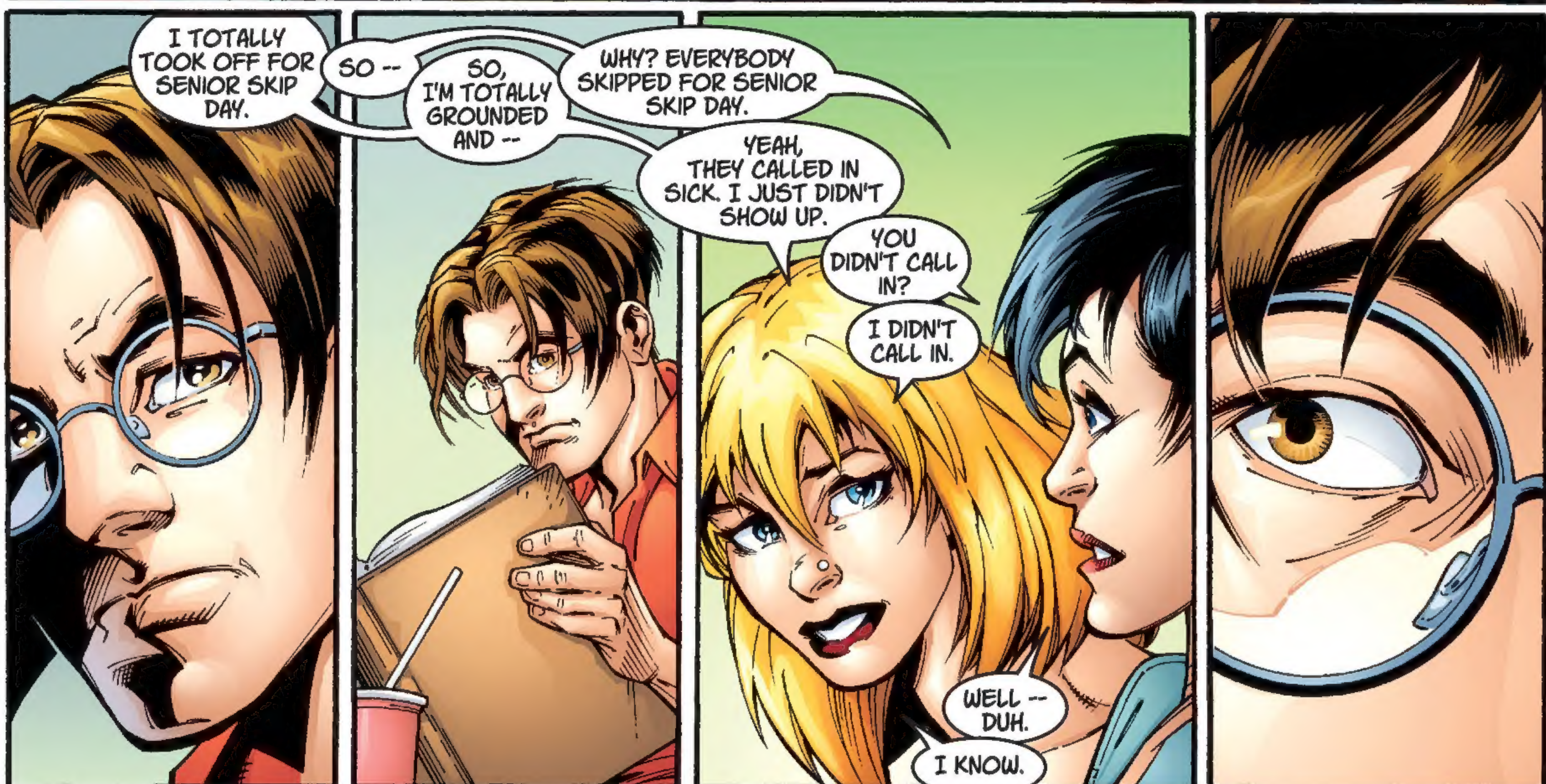
THE SPIDER ESPECIALLY HAS HAD SOME FASCINATING -- WELL, BELIEVE ME, IF I COULD GET AWAY WITH HUMAN SUBJECTS AT THIS STAGE, I WOULD. I'D START WITH YOU. BUT YES, HUMAN TESTING IS THE NEXT LOGICAL PHASE AND WE ARE LOOKING INTO --

WELL, YOU TELL HIM THIS IS MY COMPANY AND MY DISCOVERY AND IF HE DOESN'T LIKE IT -- THAT'S RIGHT. OSBORN INDUSTRIES IS THE NAME ON THE DOOR, NOT -- RIGHT. GOOD.

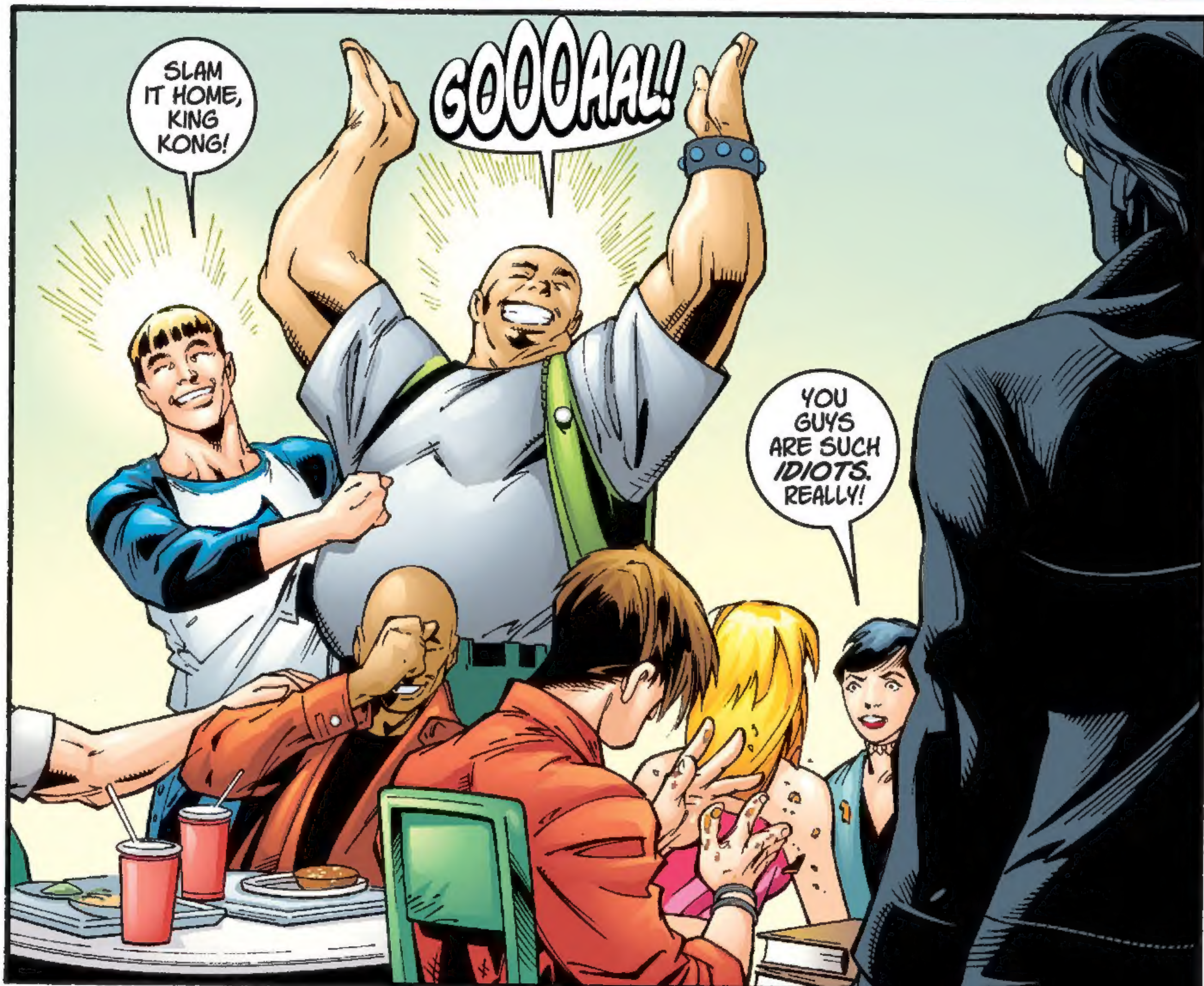
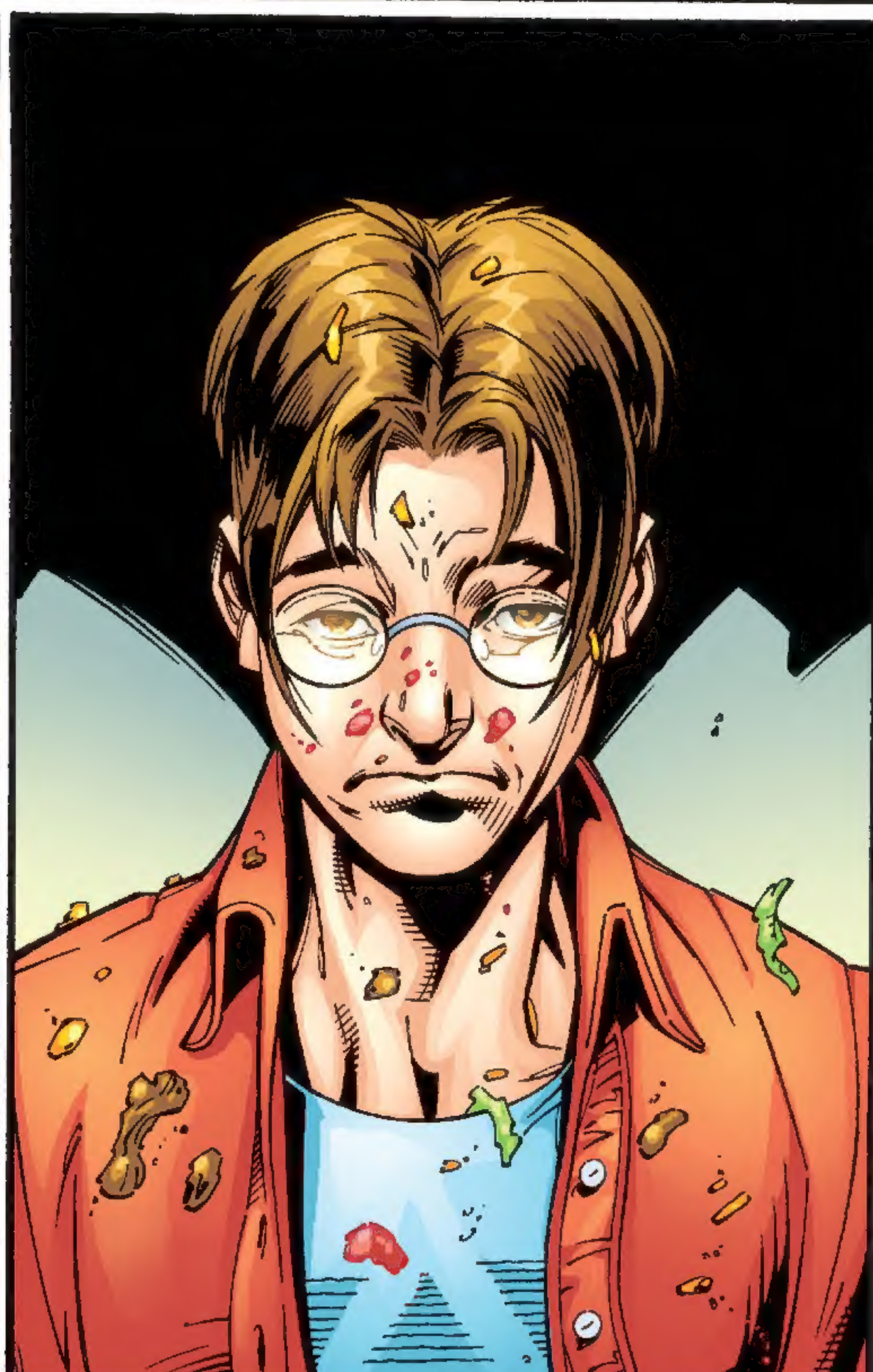
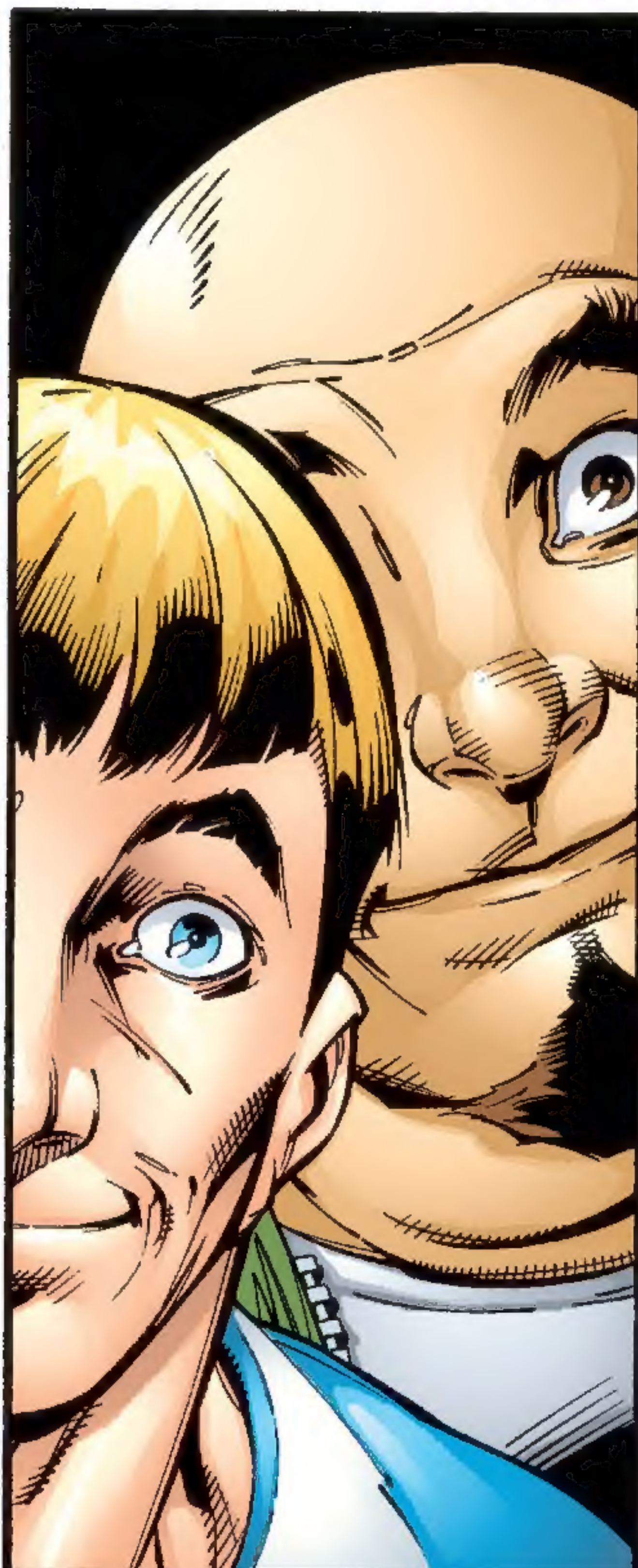
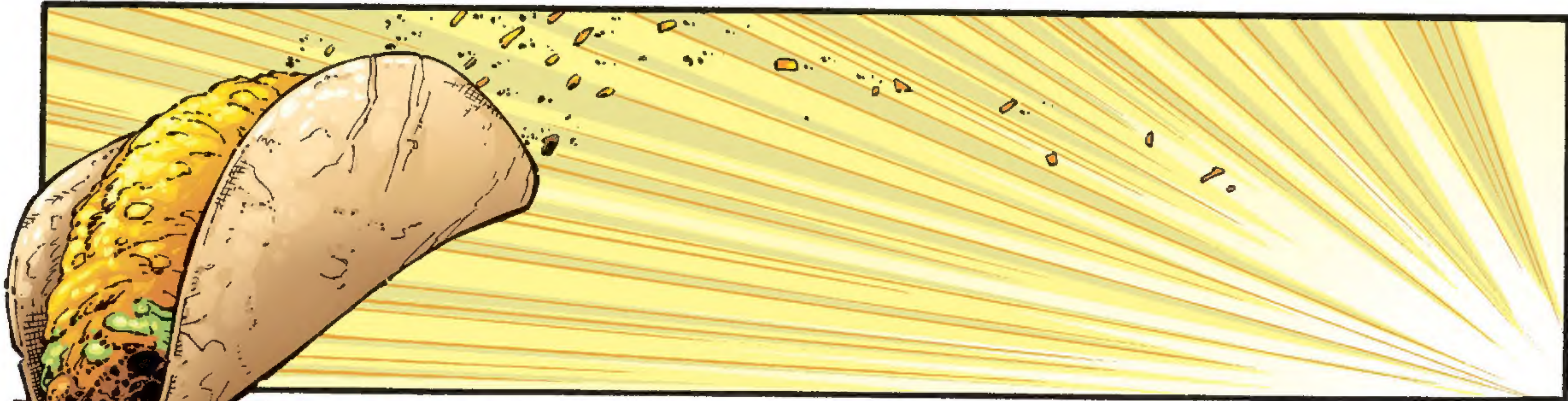
AS LONG AS WE ALL KNOW WHO'S IN CHARGE HERE, WE'LL ALL BE FINE.

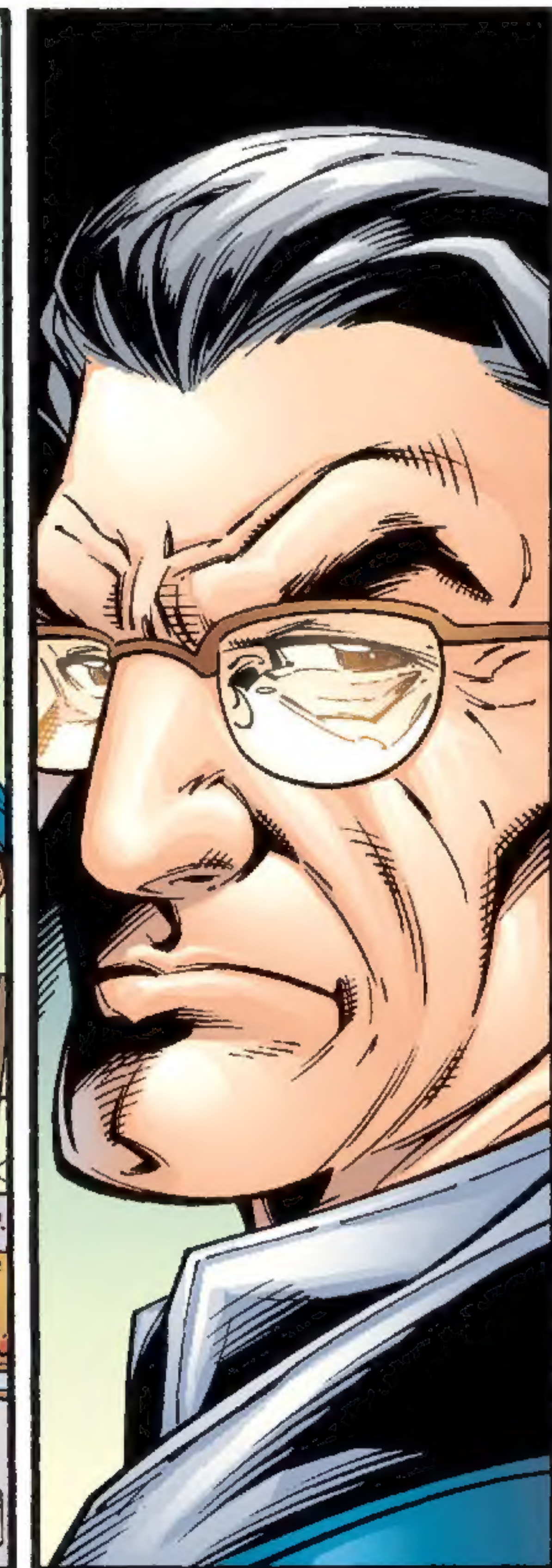
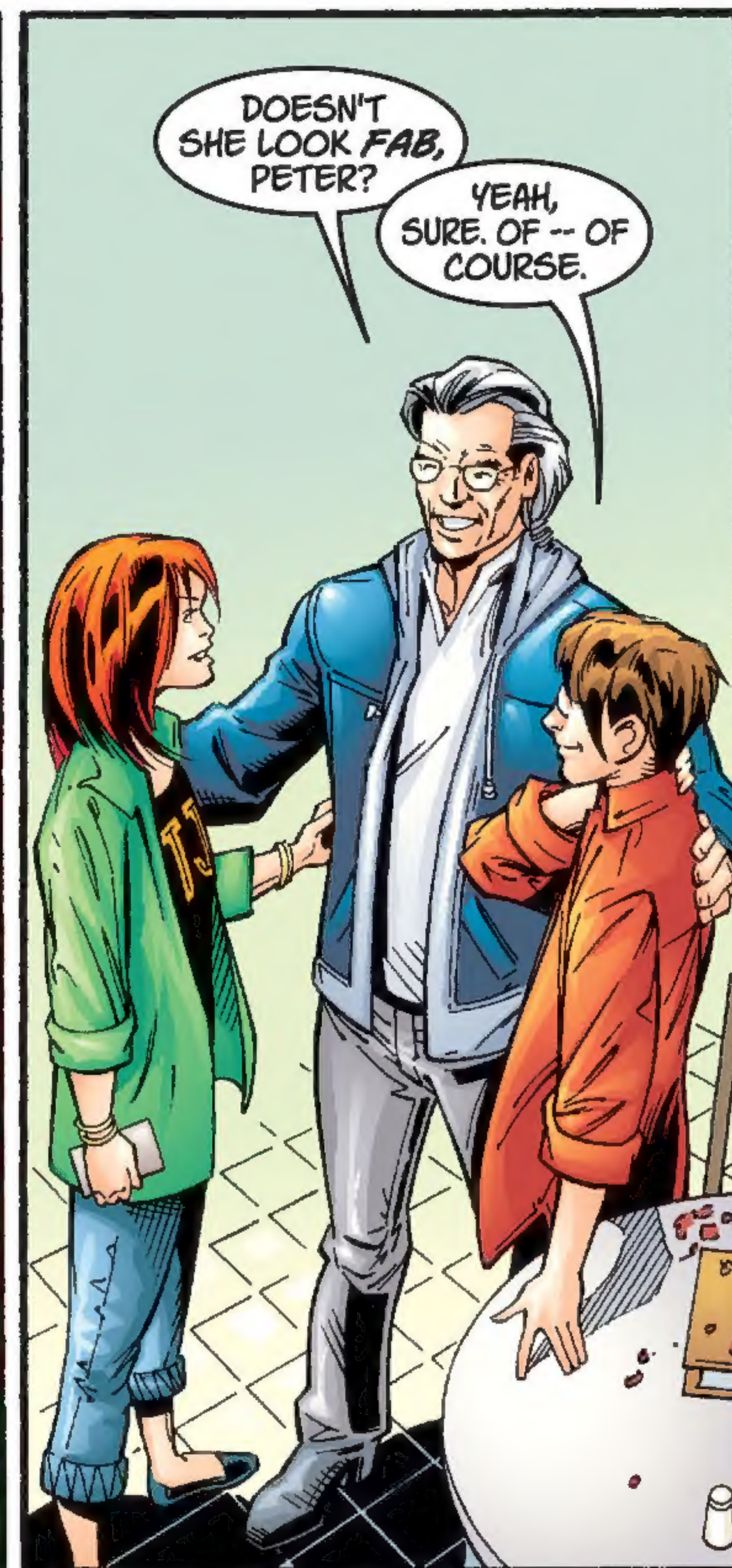
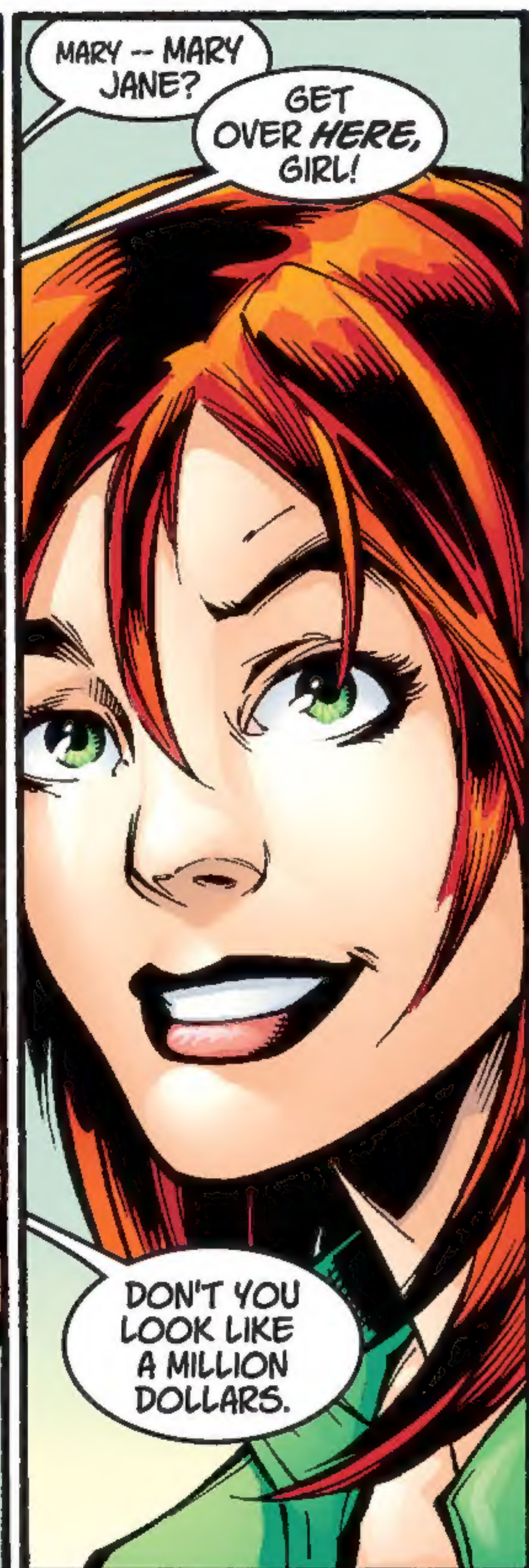
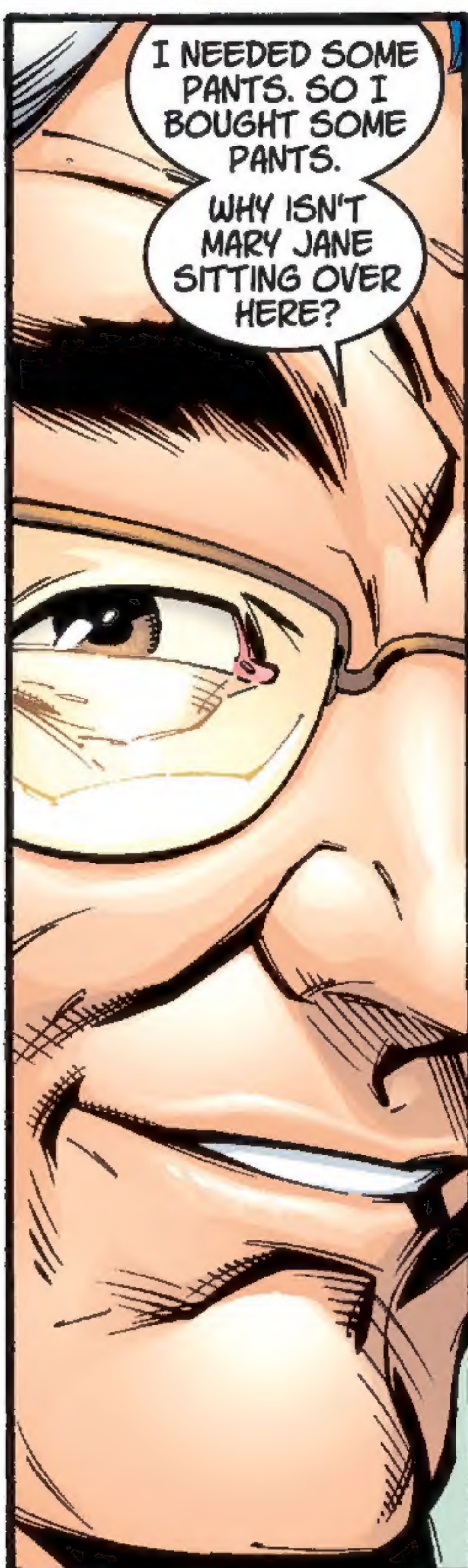


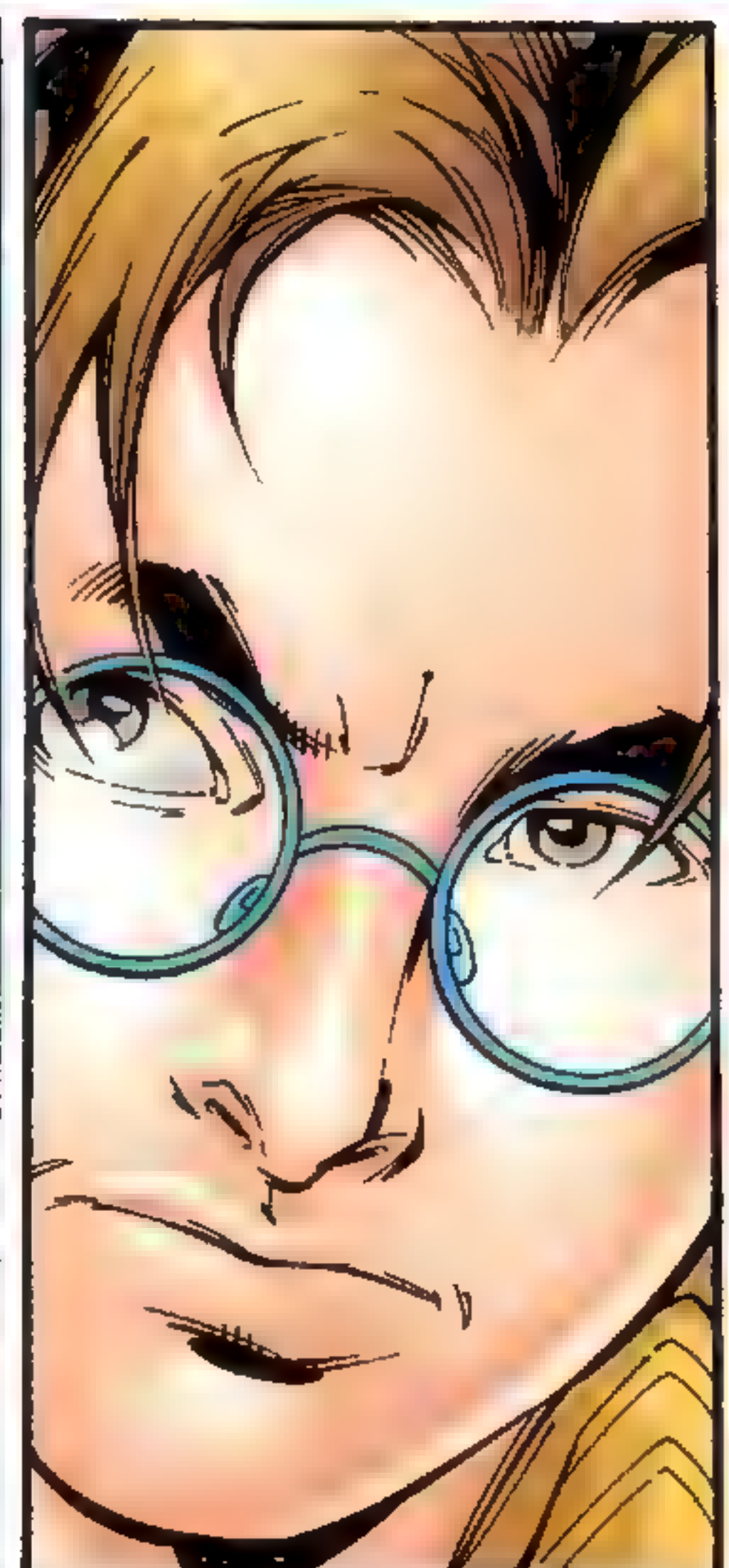
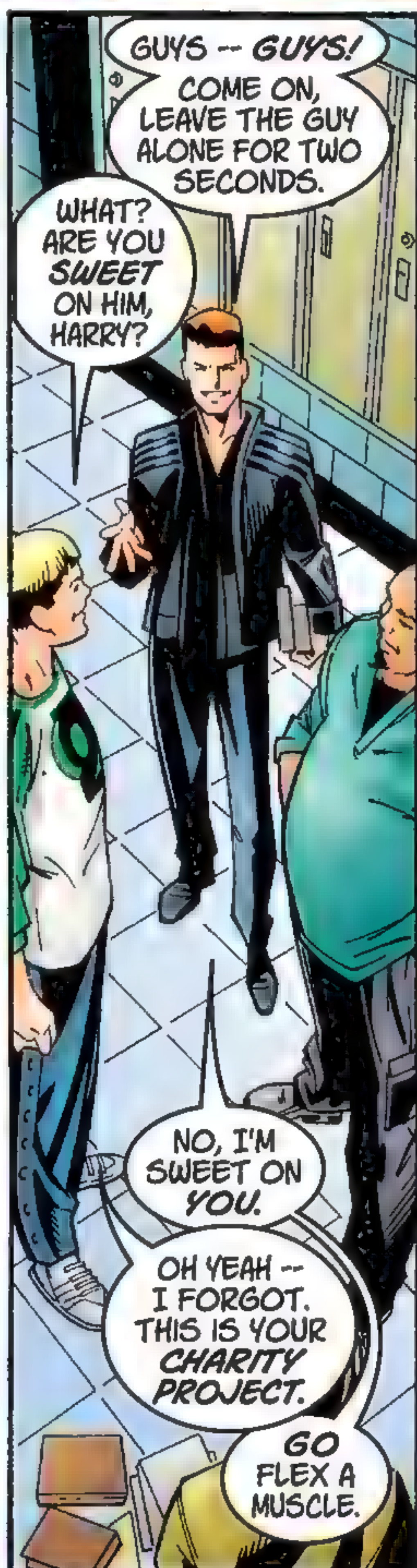
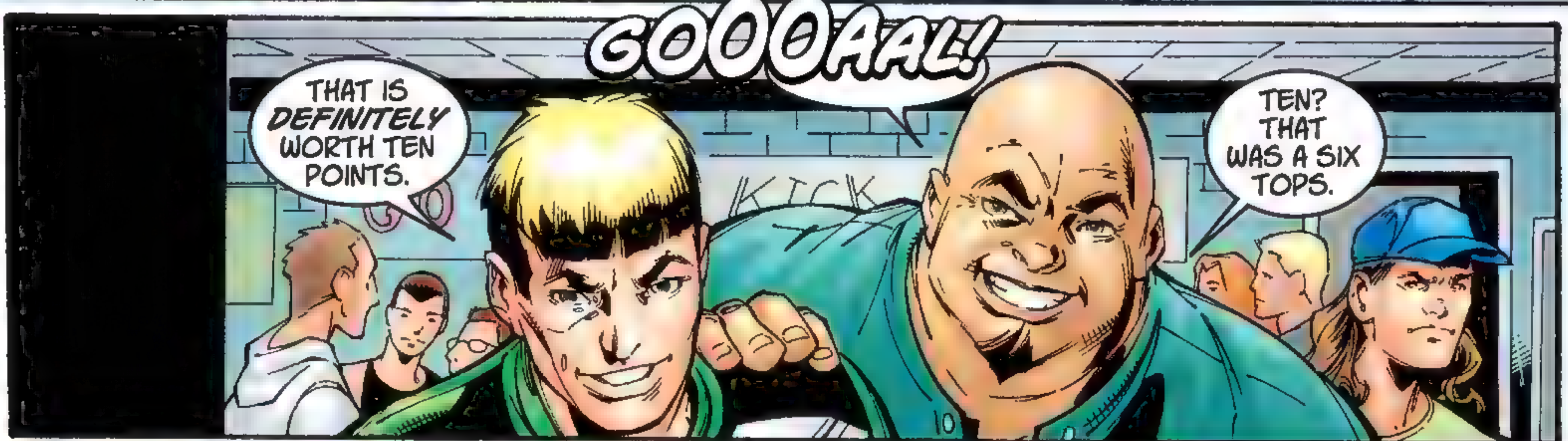


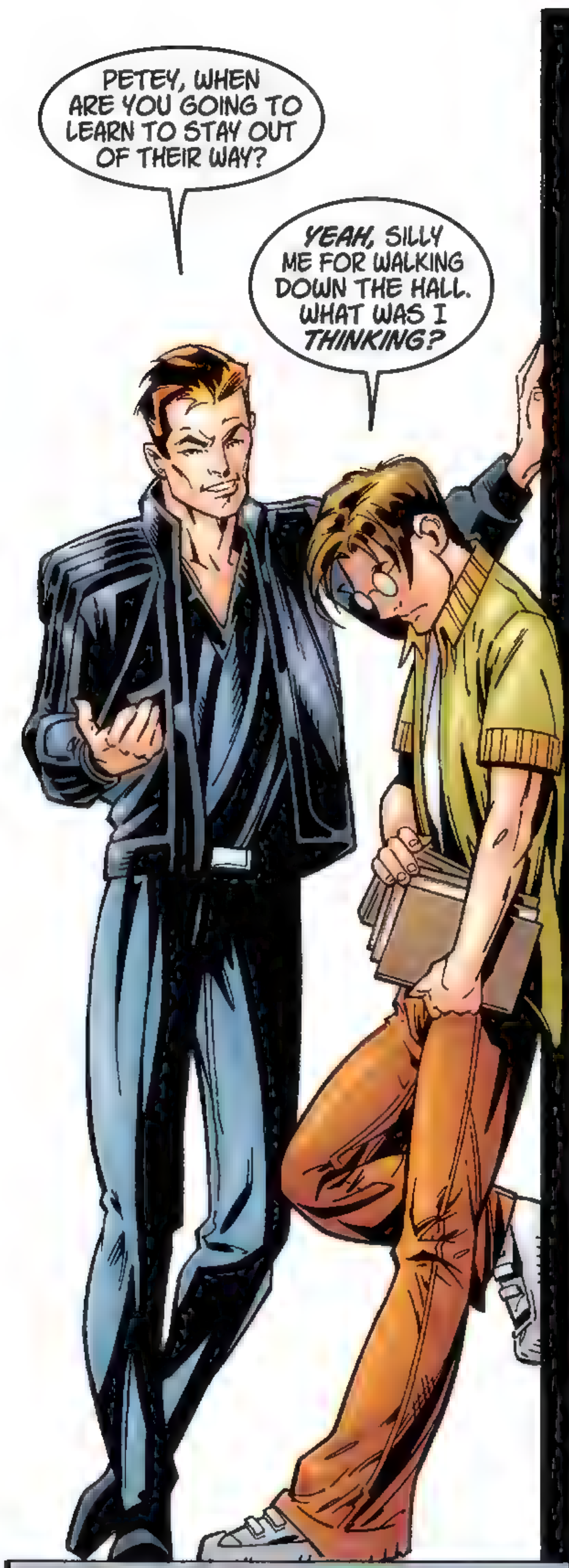












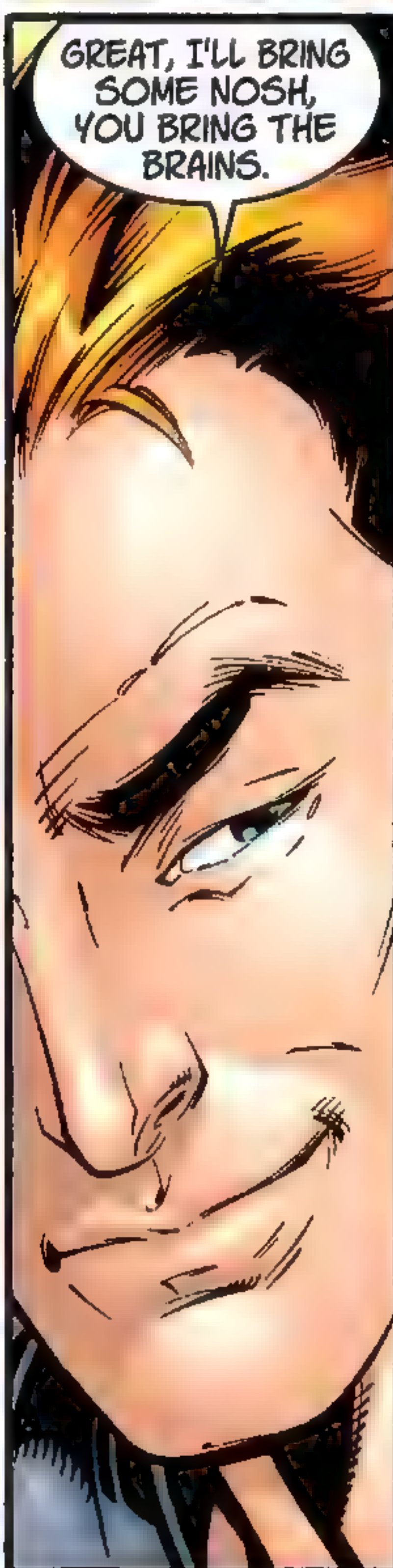
PETEY, WHEN ARE YOU GOING TO LEARN TO STAY OUT OF THEIR WAY?

YEAH, SILLY ME FOR WALKING DOWN THE HALL. WHAT WAS I THINKING?

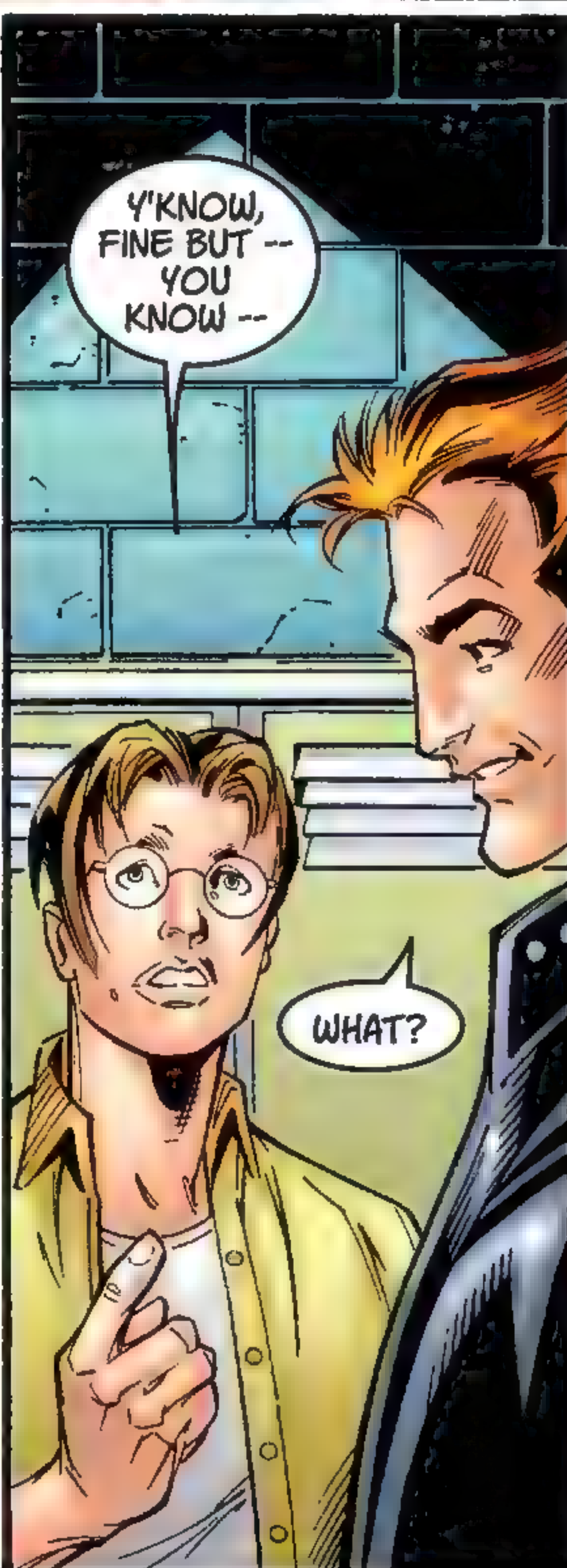


SO, I'LL SWING BY THE PARKER PAD AROUND EIGHT, WE'LL GO THROUGH THAT BIOLOGY STUFF.

ACTUALLY HARRY, I WAS GOING TO WORK ON ONE OF MY --



GREAT, I'LL BRING SOME NOSH, YOU BRING THE BRAINS.



Y'KNOW, FINE BUT -- YOU KNOW --

WHAT?



I DON'T MIND DOING YOUR HOMEWORK FOR YOU --

HELPING ME WITH MY HOMEWORK.

BUT -- CAN'T YOU GET THOSE JERKHOE TEAM-MATES OF YOURS TO GET A NEW HOBBY?



OH, FORGET ABOUT THEM. ROLL IT OFF.



ROLL IT OFF?



DON'T WORRY ABOUT IT. AFTER HIGH SCHOOL, YOU ARE GOING TO, LIKE, *WHIZ* RIGHT BY THEM.

YOU'LL SLAP TOGETHER WITH ONE OF THOSE INTERNET COMPANIES THAT SELL WIDGETS AND MAKE FORTY MILLION DOLLARS OR SOMETHING.

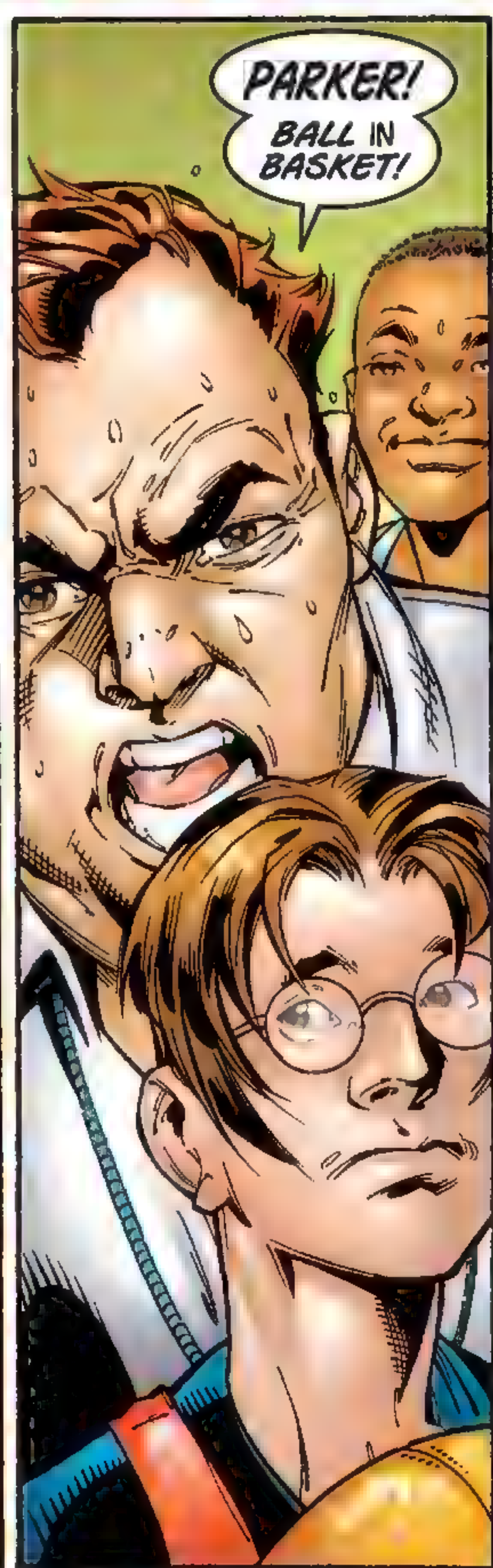
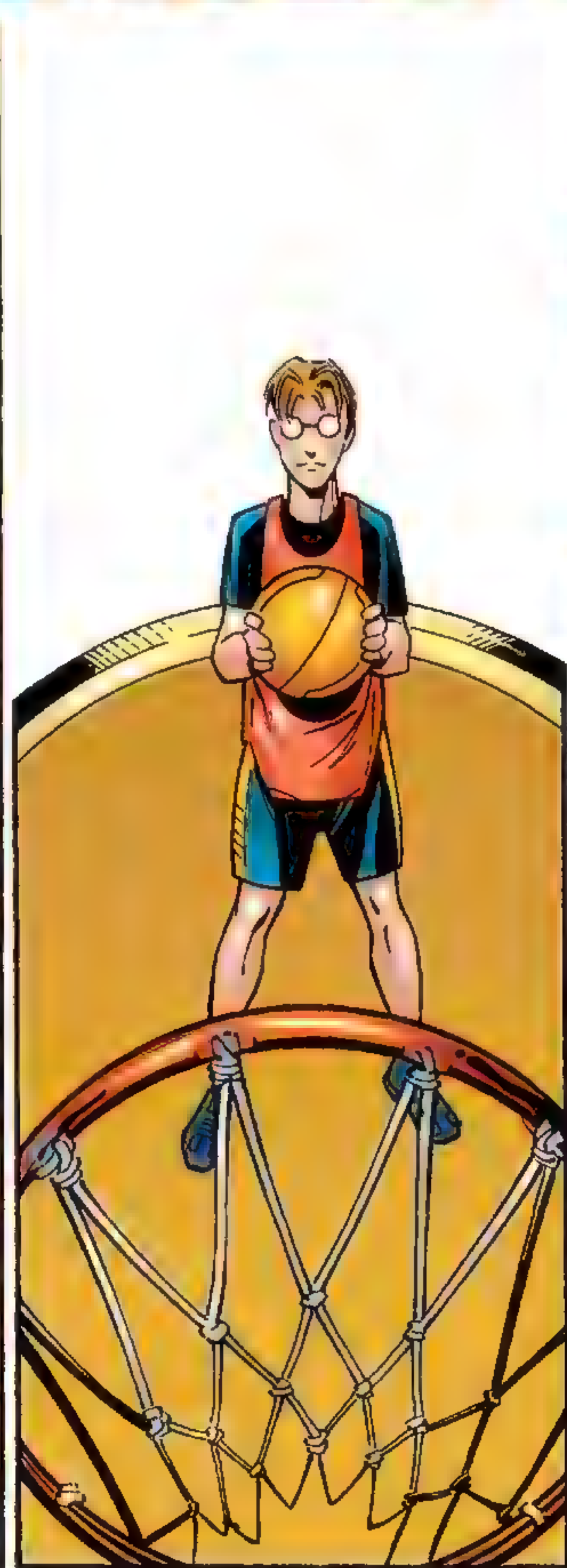
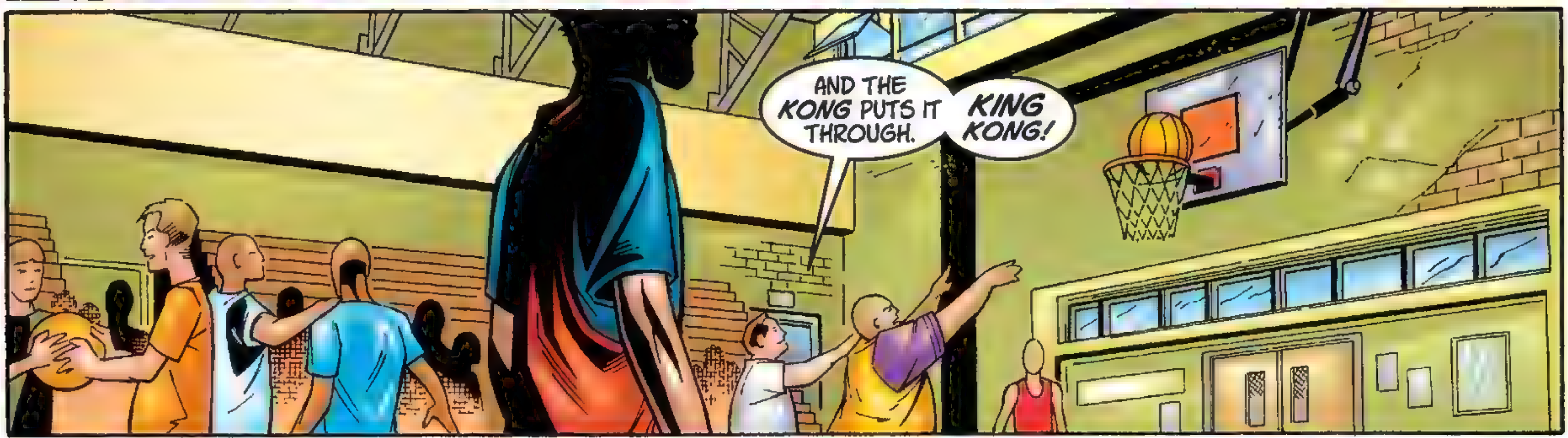
AND *THESE* GUYS --? YOU KNOW HOW IT GOES. FLASH THOMPSON'S WHOLE LIFE *PEAKED*, LIKE THREE WEEKS AGO.

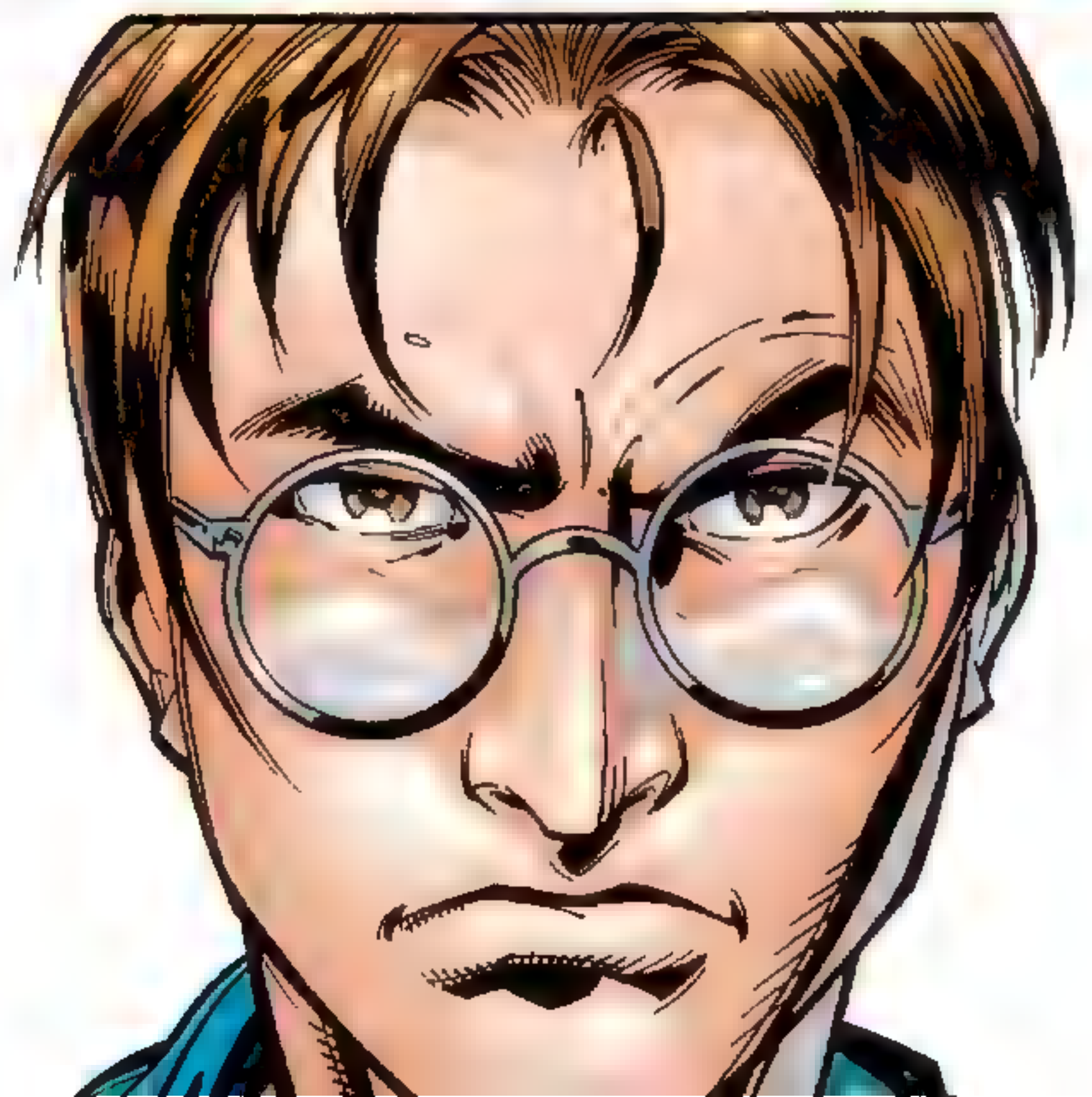
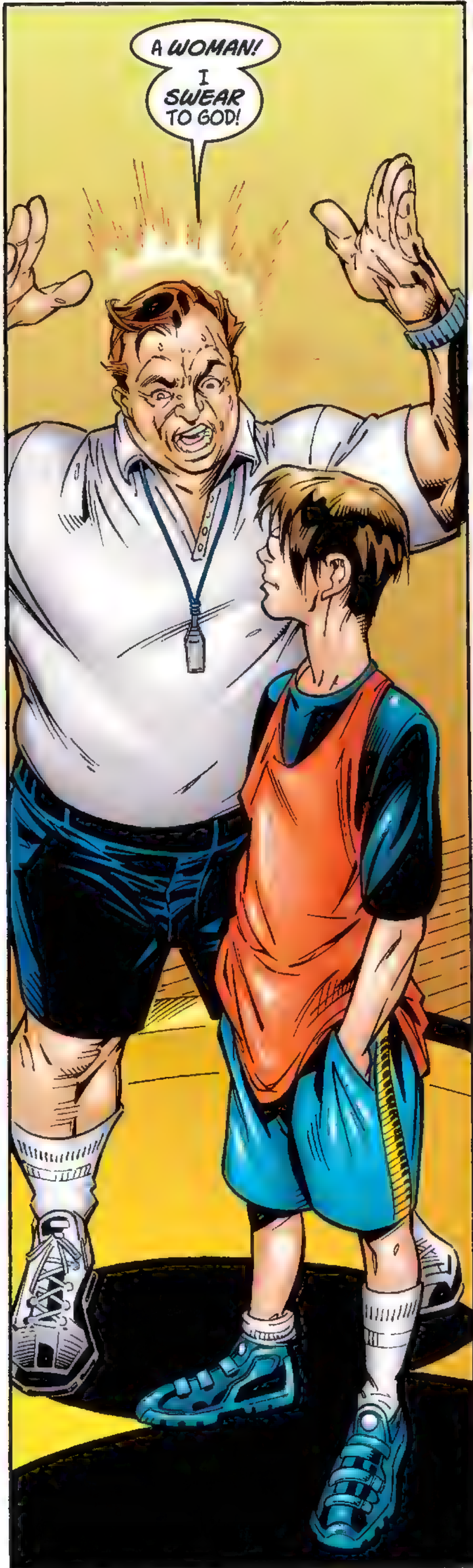
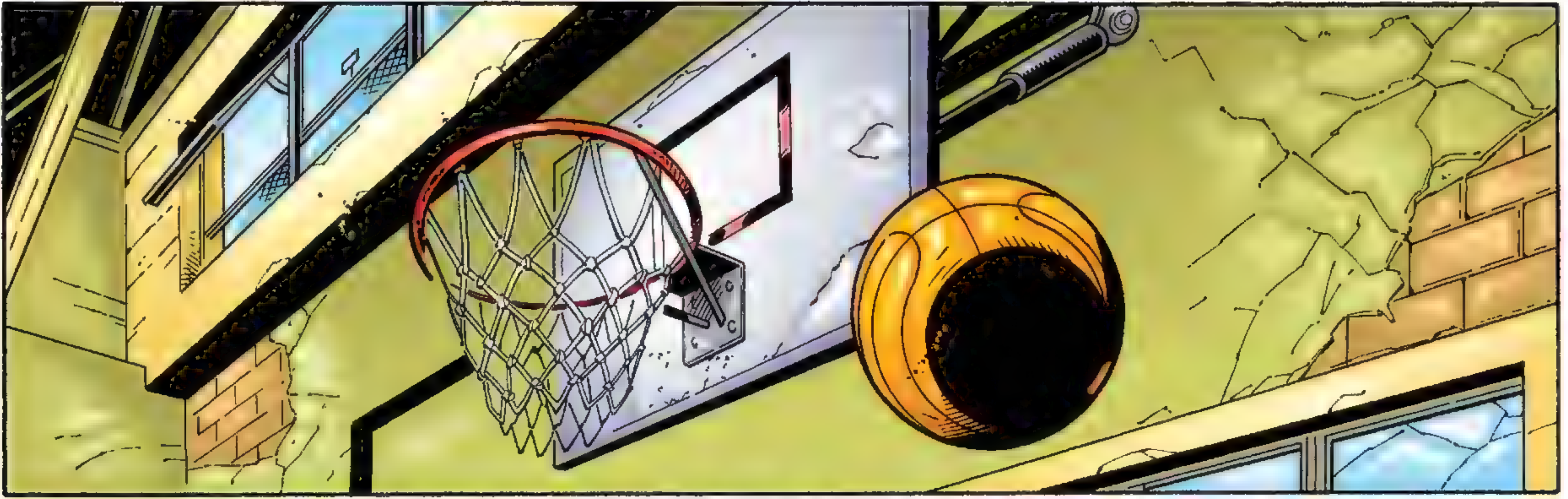


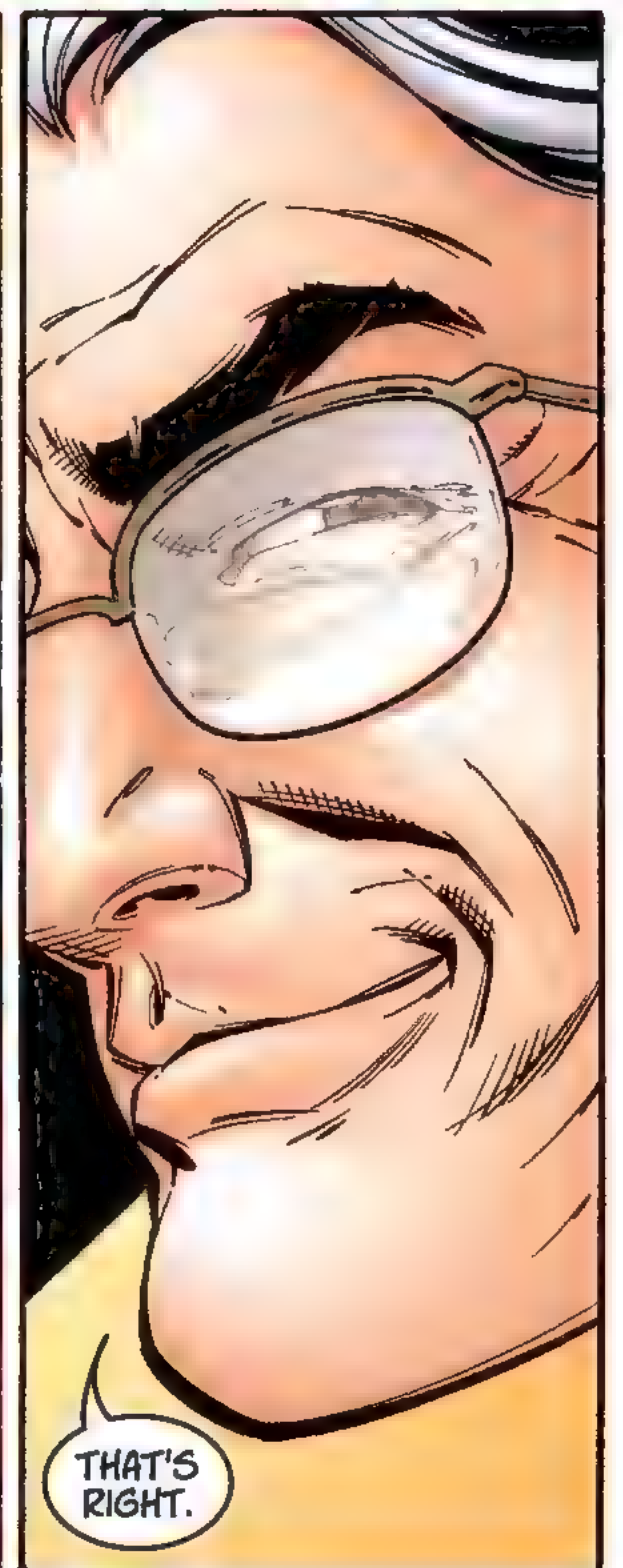
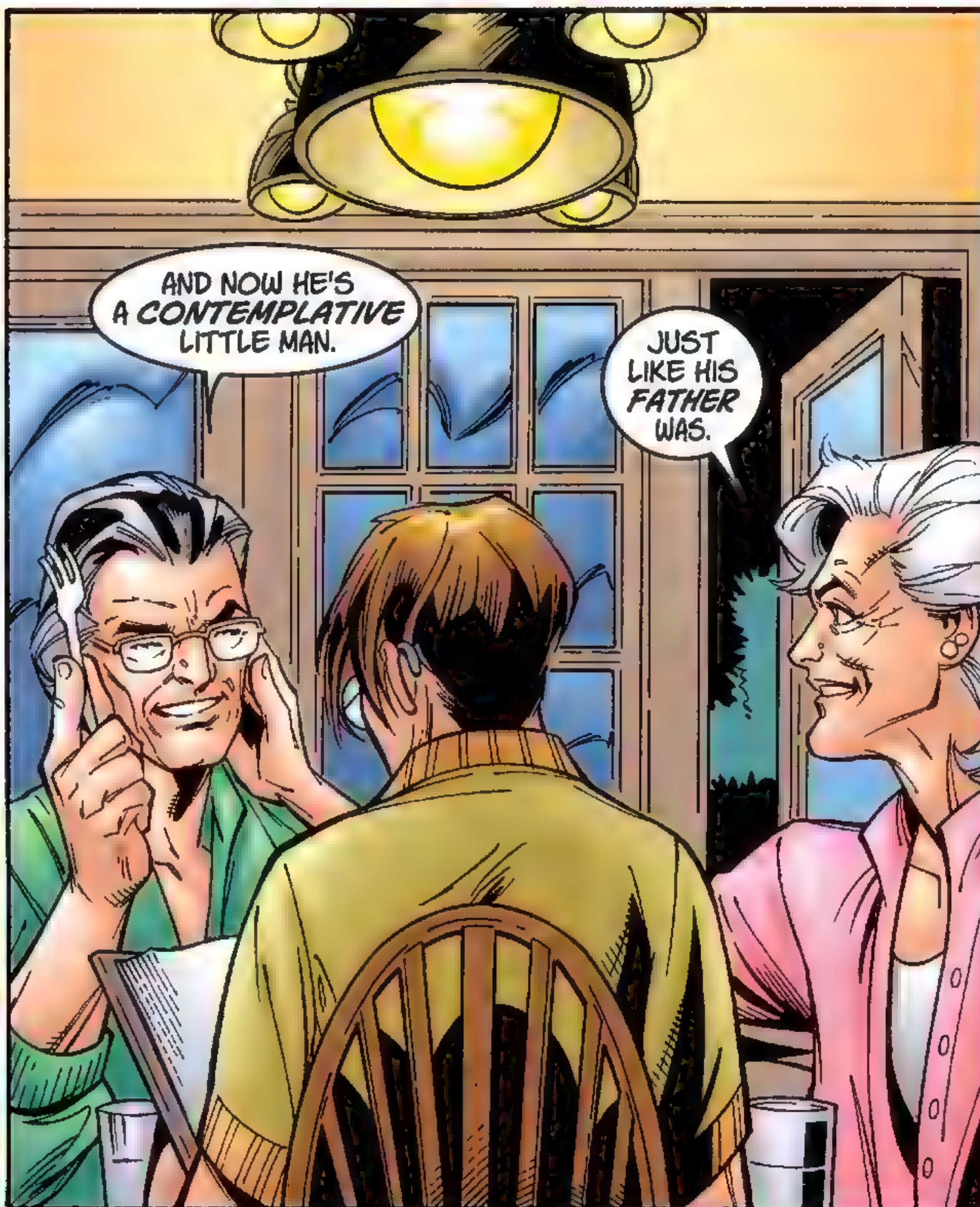
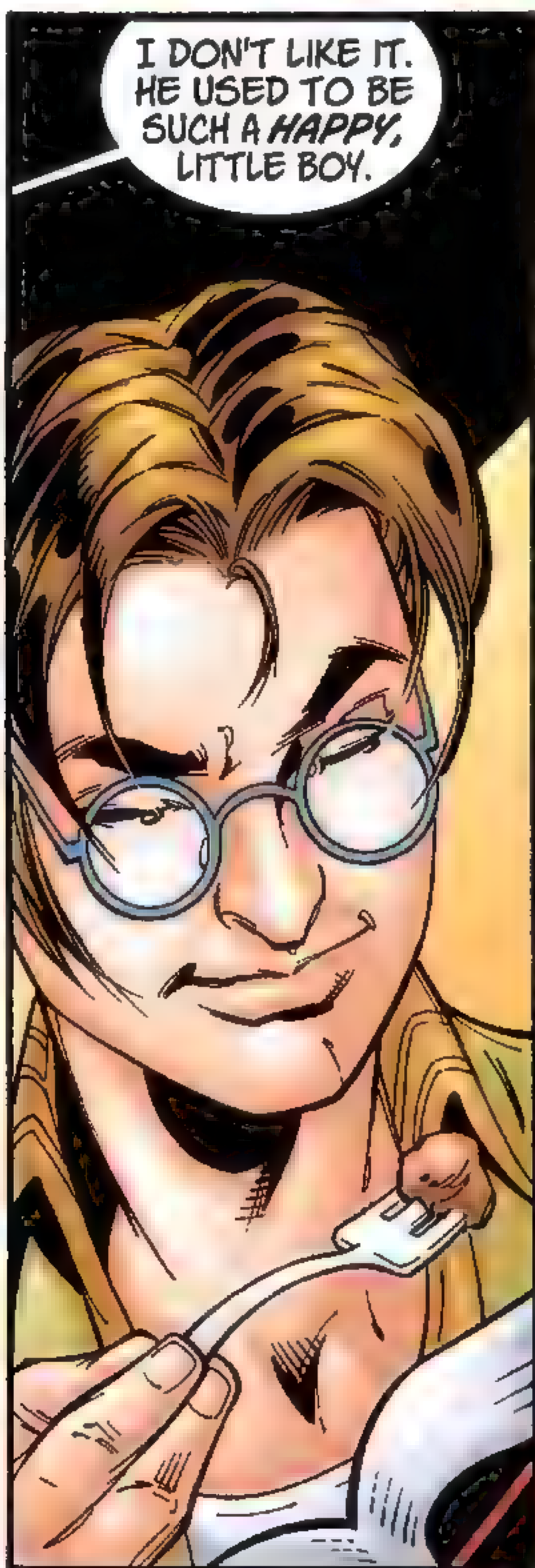
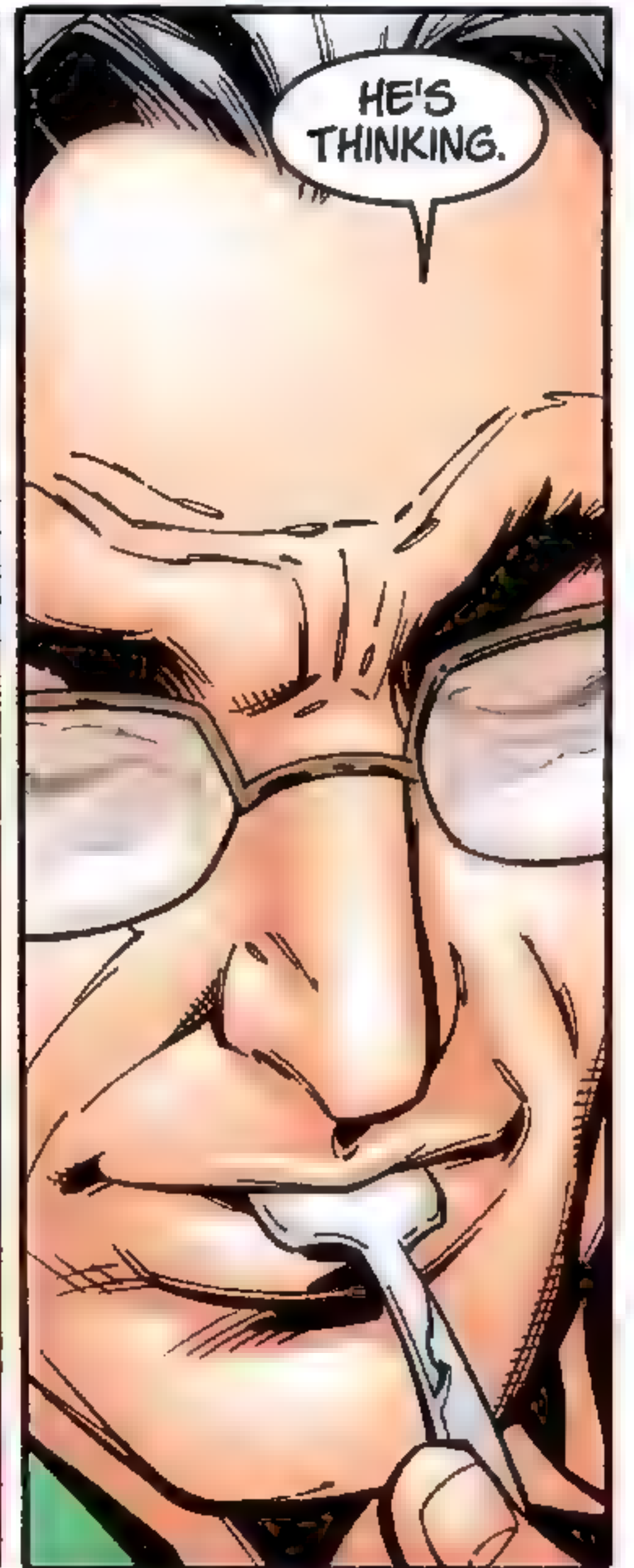
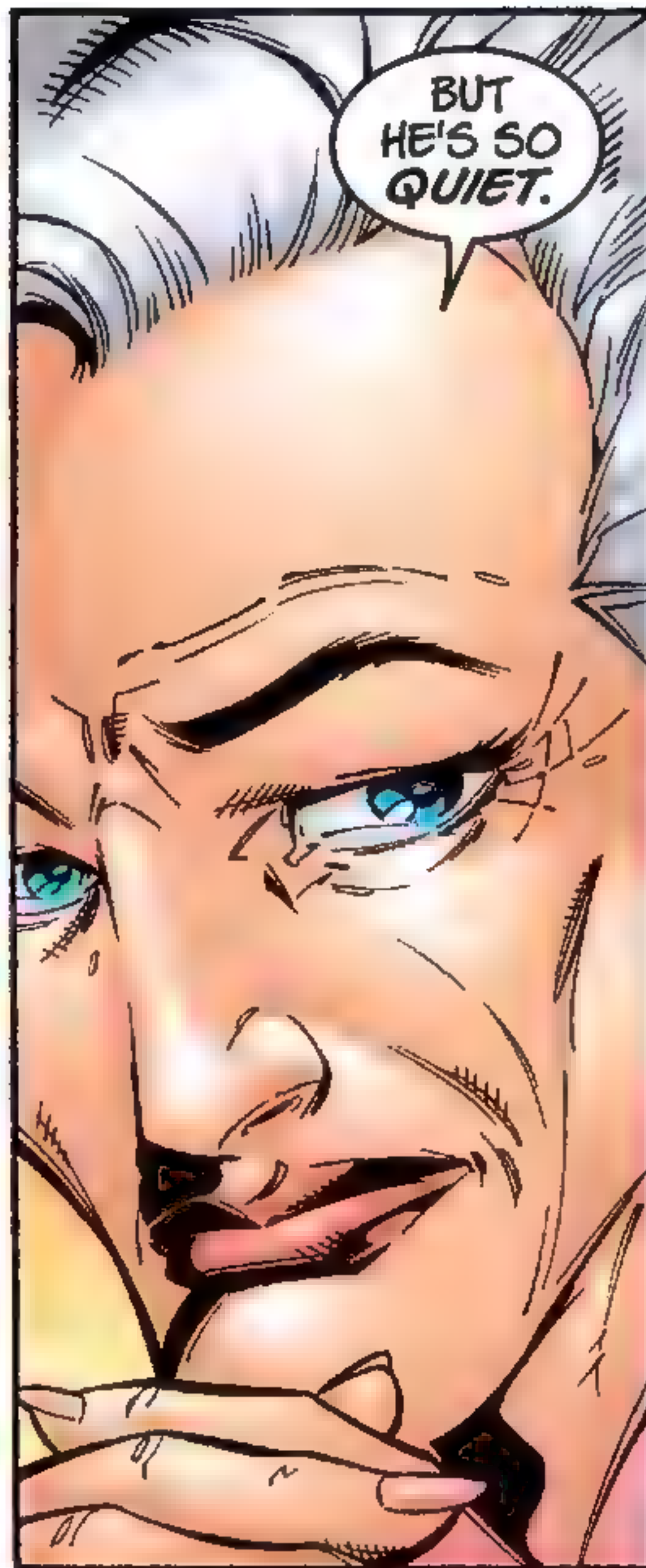
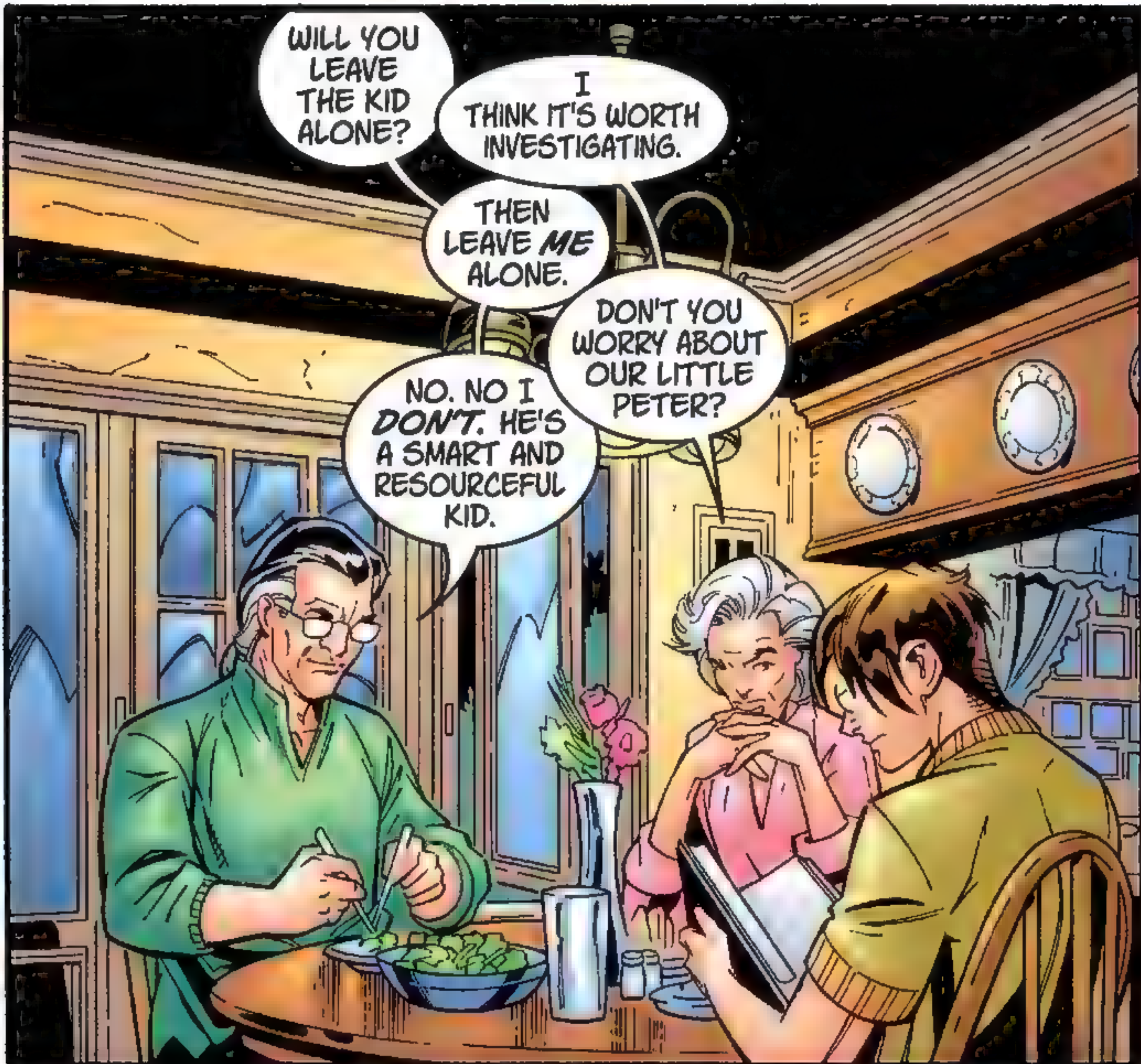
YEAH, WELL, THAT AIN'T HELPING ME *NOW*.

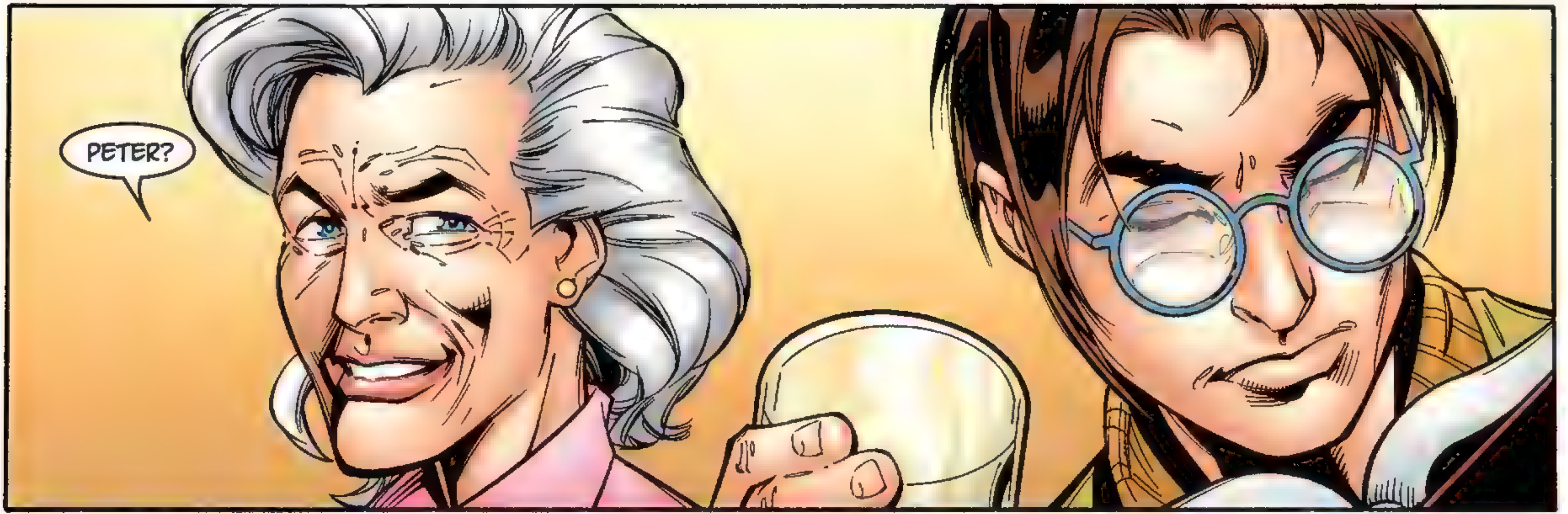
I'D HELP YOU, PETE, BUT -- YOU KNOW -- THEM'S THE *POLITICS* OF BEING ME. SEE YOU ON THE FLIPMODE.

GREAT.

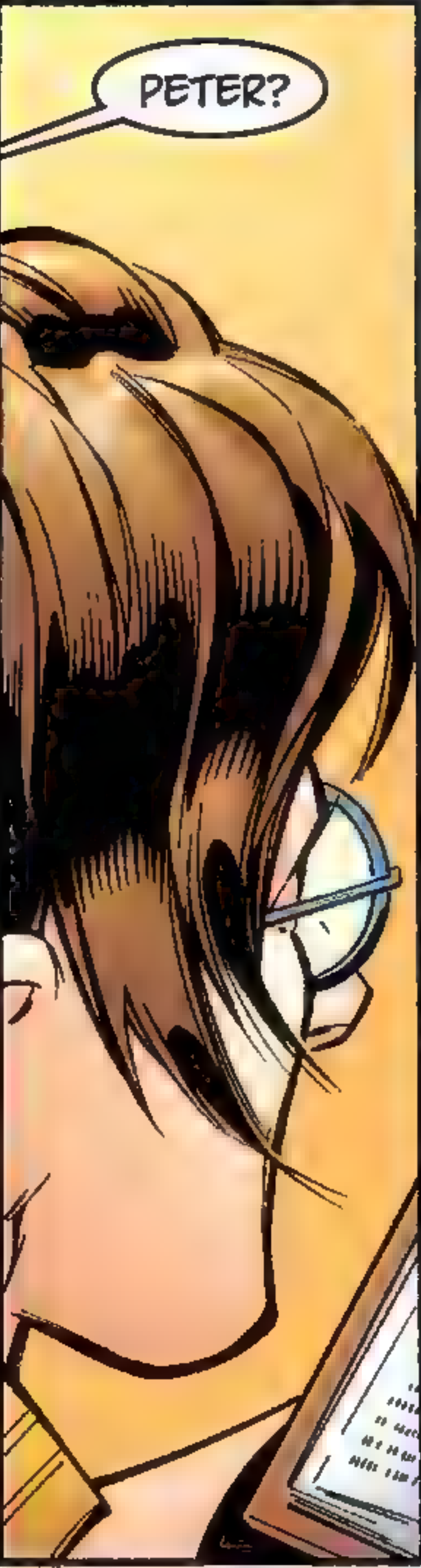




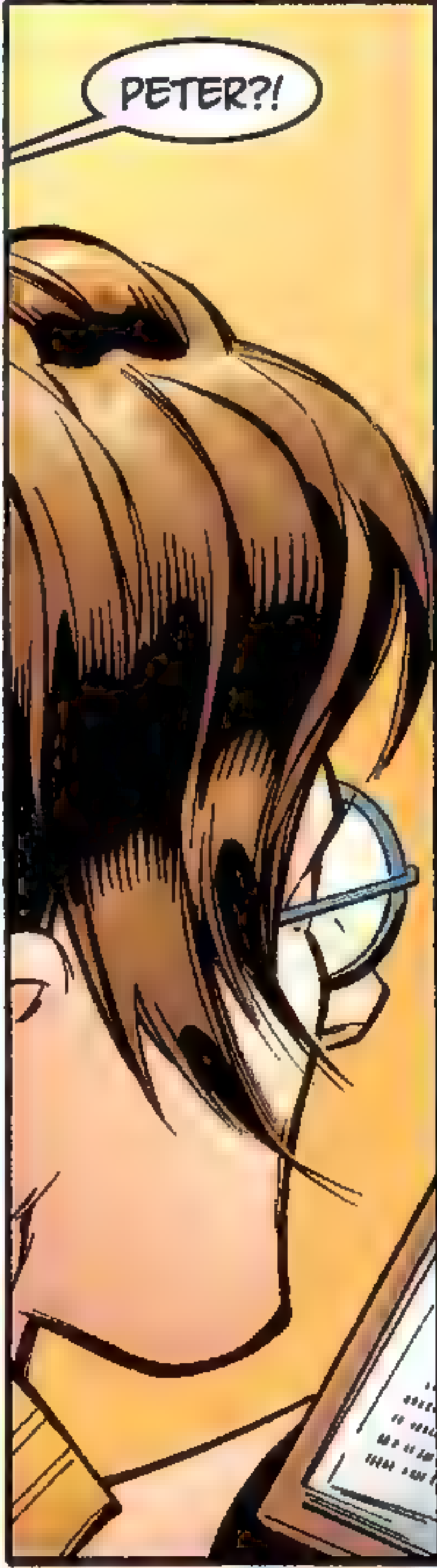




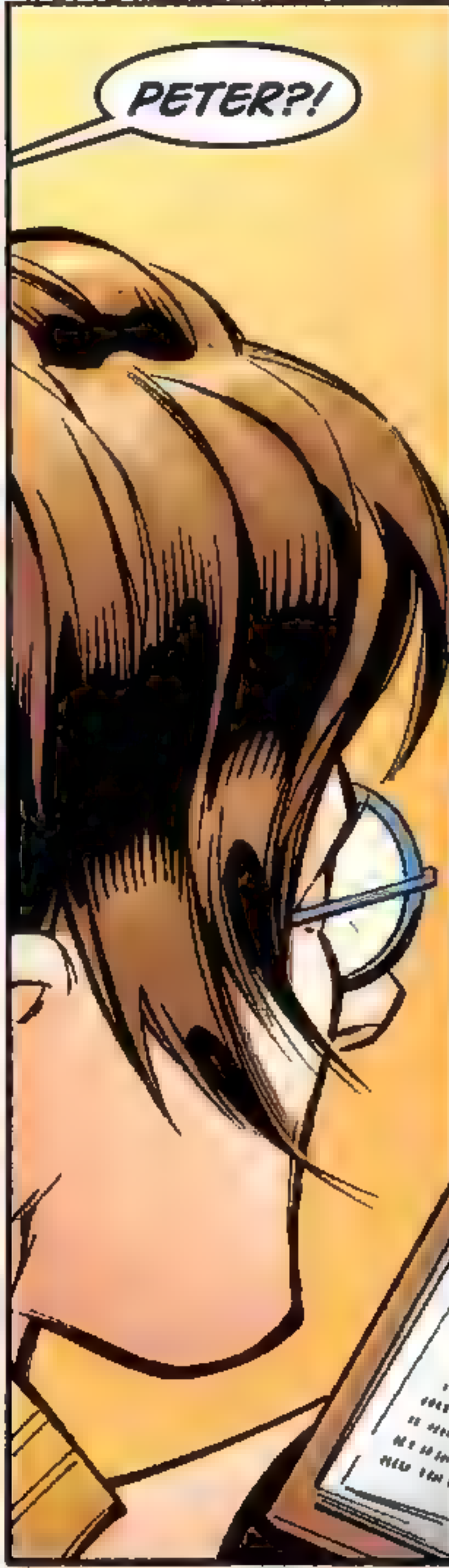
PETER?



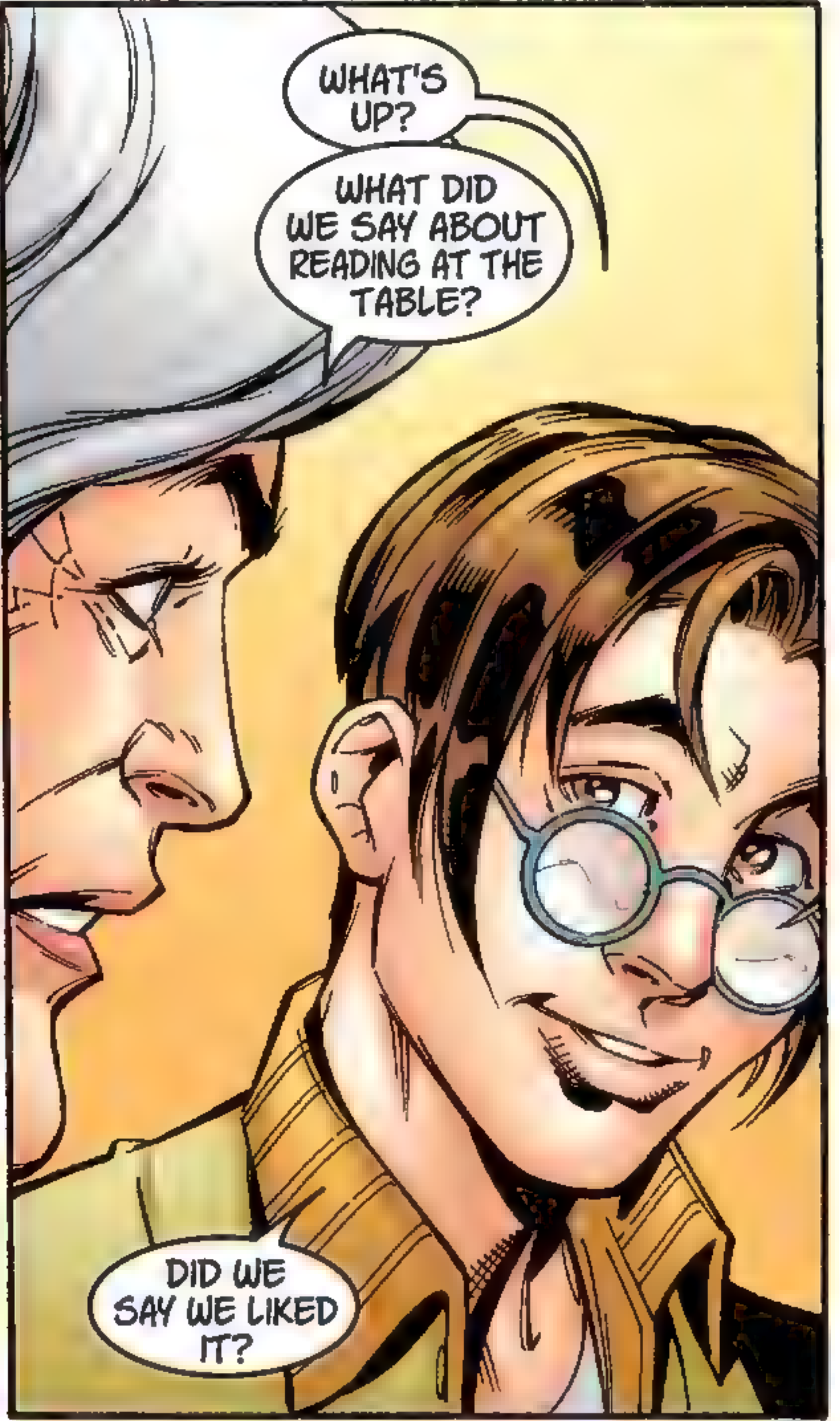
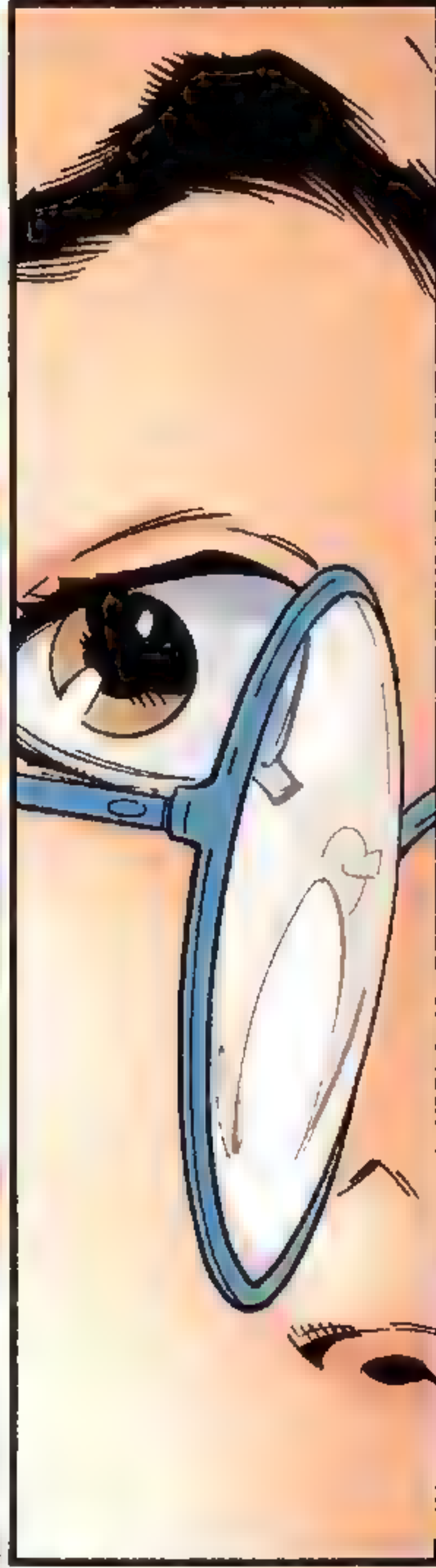
PETER?



PETER?!



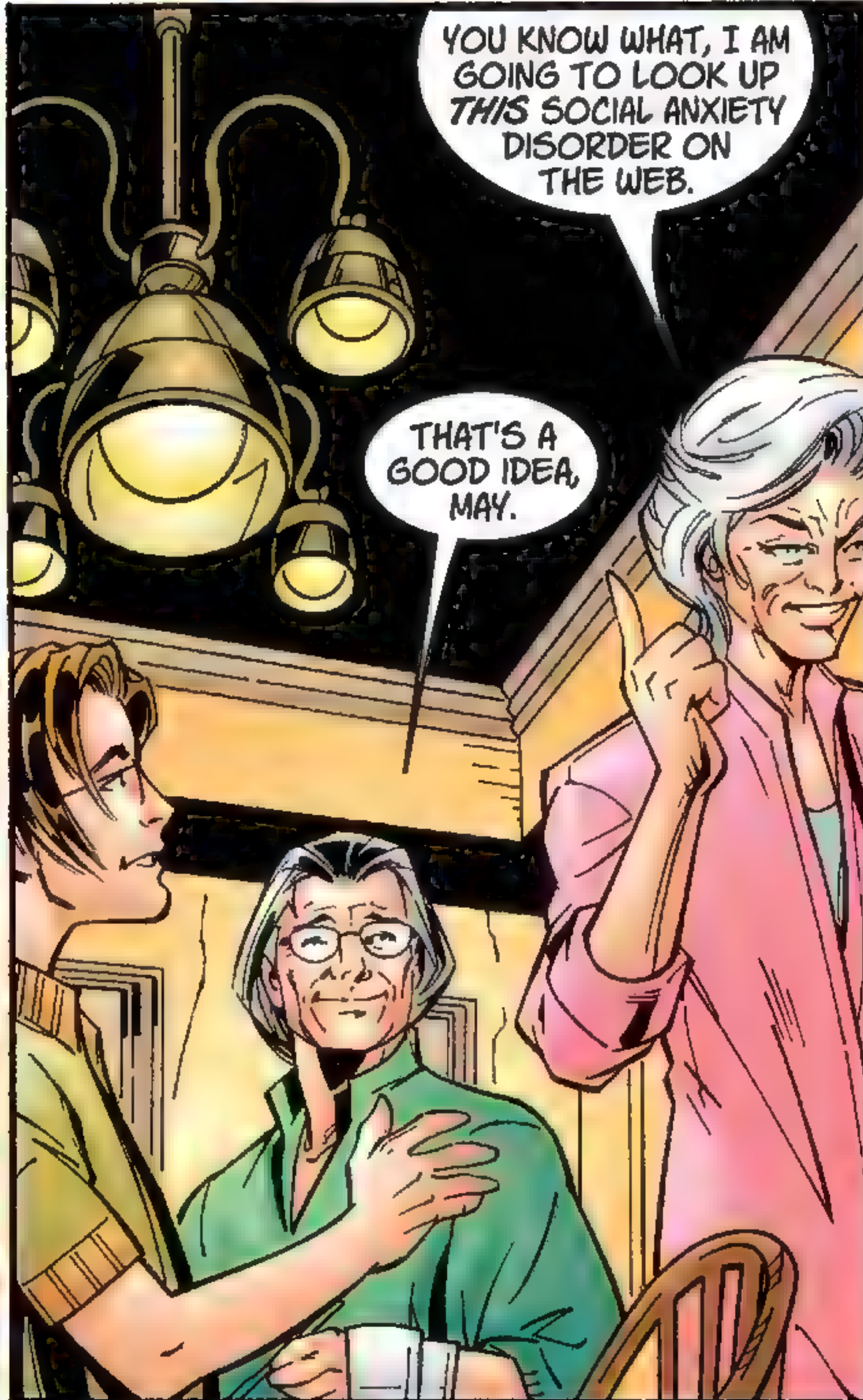
PETER?!



WHAT'S UP?

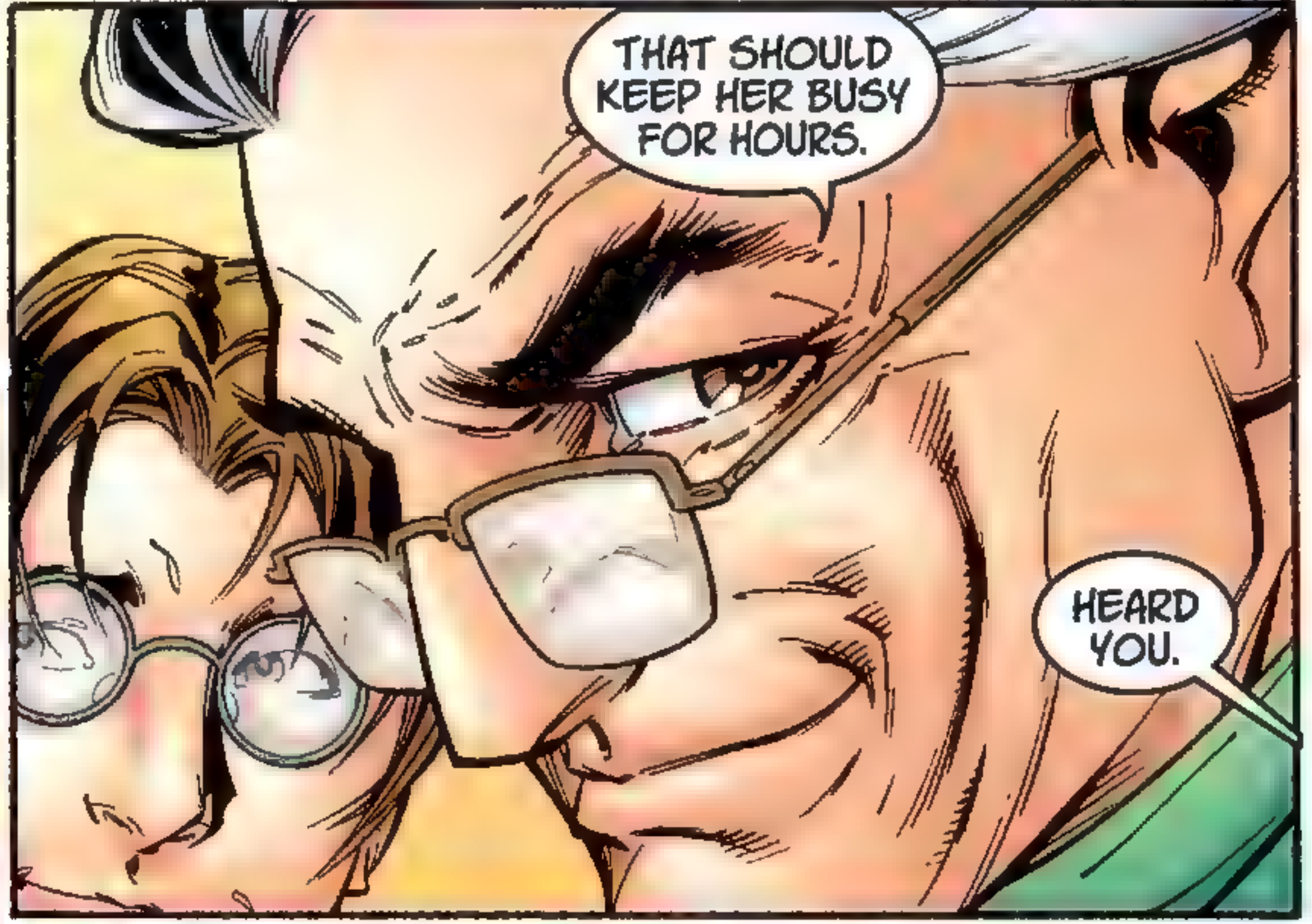
WHAT DID WE SAY ABOUT READING AT THE TABLE?

DID WE SAY WE LIKED IT?



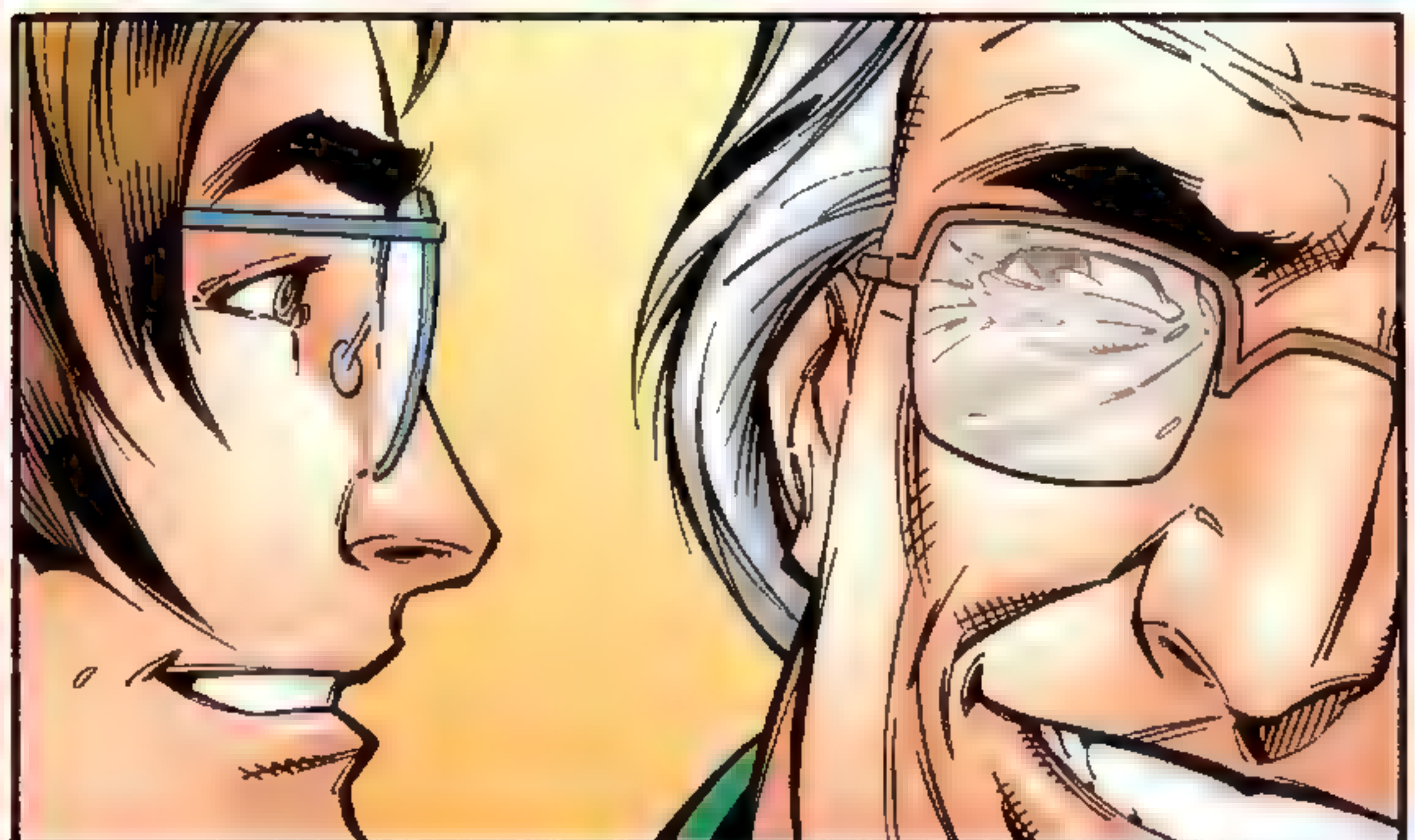
YOU KNOW WHAT, I AM GOING TO LOOK UP *THIS* SOCIAL ANXIETY DISORDER ON THE WEB.

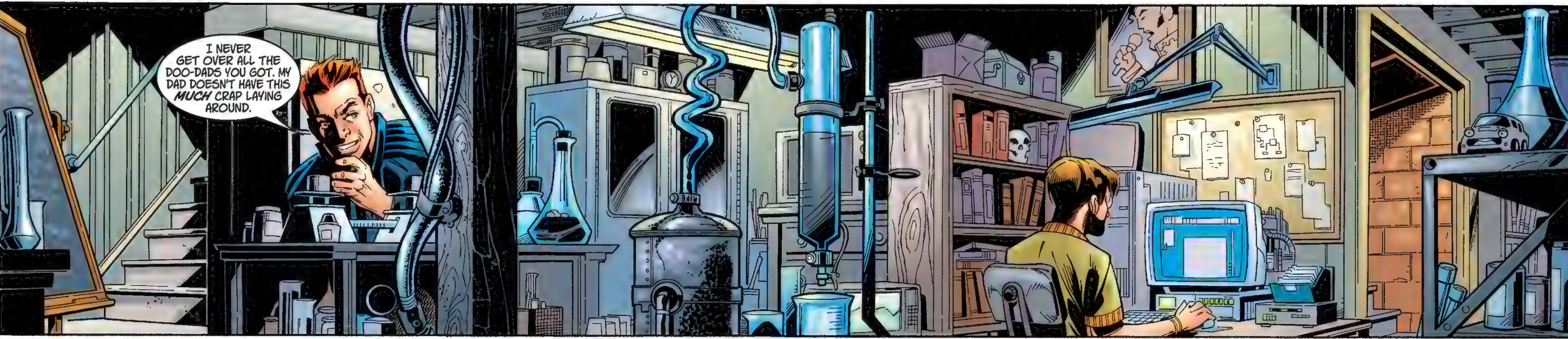
THAT'S A GOOD IDEA, MAY.



THAT SHOULD KEEP HER BUSY FOR HOURS.

HEARD YOU.





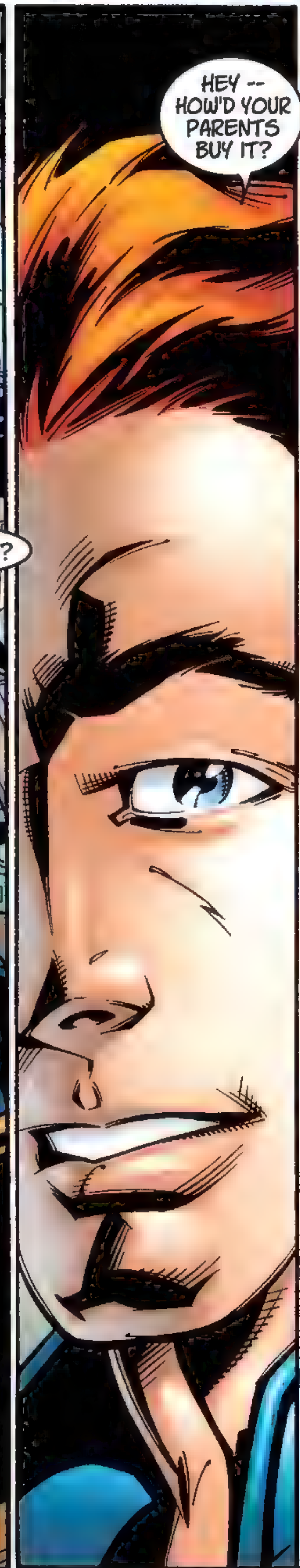
I NEVER GET OVER ALL THE DOO-DADS YOU GOT. MY DAD DOESN'T HAVE THIS MUCH CRAP LAYING AROUND.



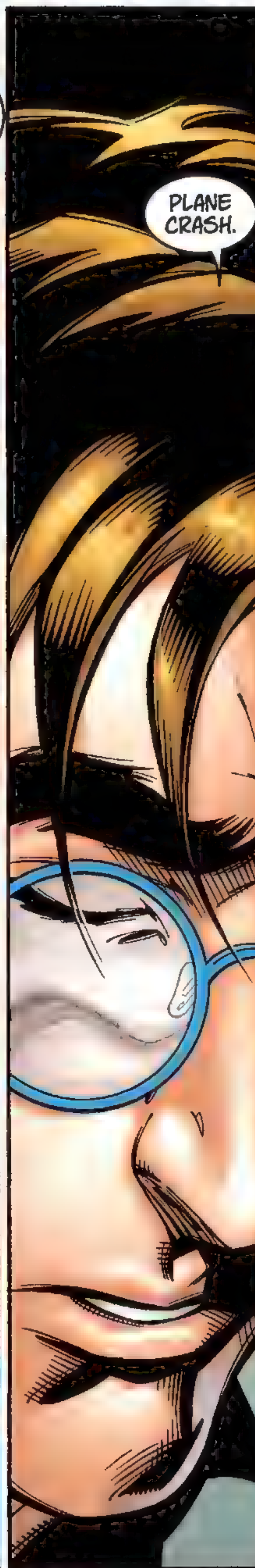
YEAH, MOST OF IT, Y'KNOW, I GOT FROM MY DAD.

INHERITED IT?

YEAH.



HEY -- HOW'D YOUR PARENTS BUY IT?



PLANE CRASH.



BUMMER. SO -- UH --

I BET THAT WATSON GIRL GETS ALL HOT AND BOTHERED DOWN HERE, HUH?

WE'RE JUST FRIENDS.



UH-HUH.

OH, NO. DON'T DO THAT.

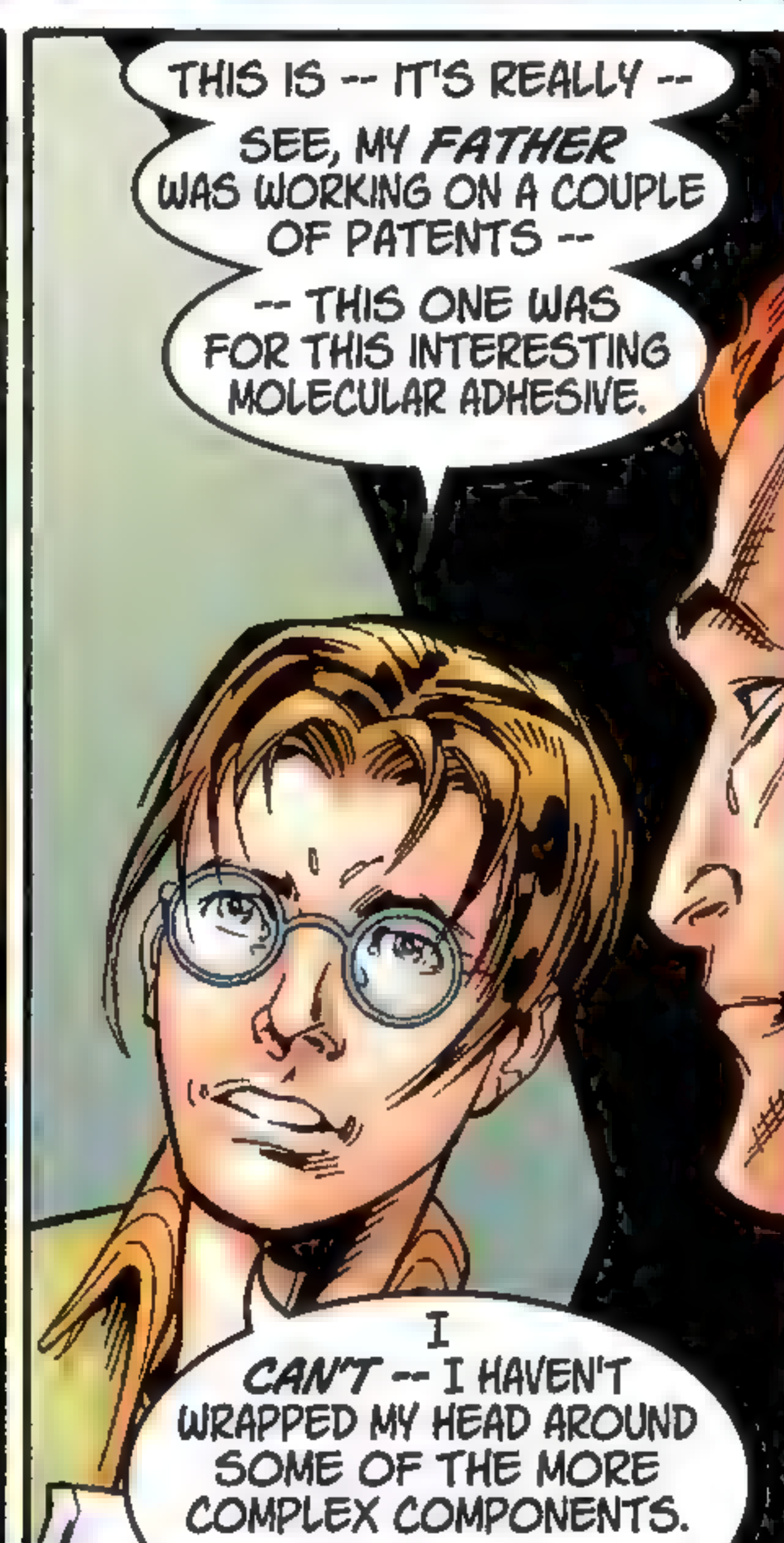


SORRY. DELICATE.

WHAT IS ALL THIS ANYHOW?

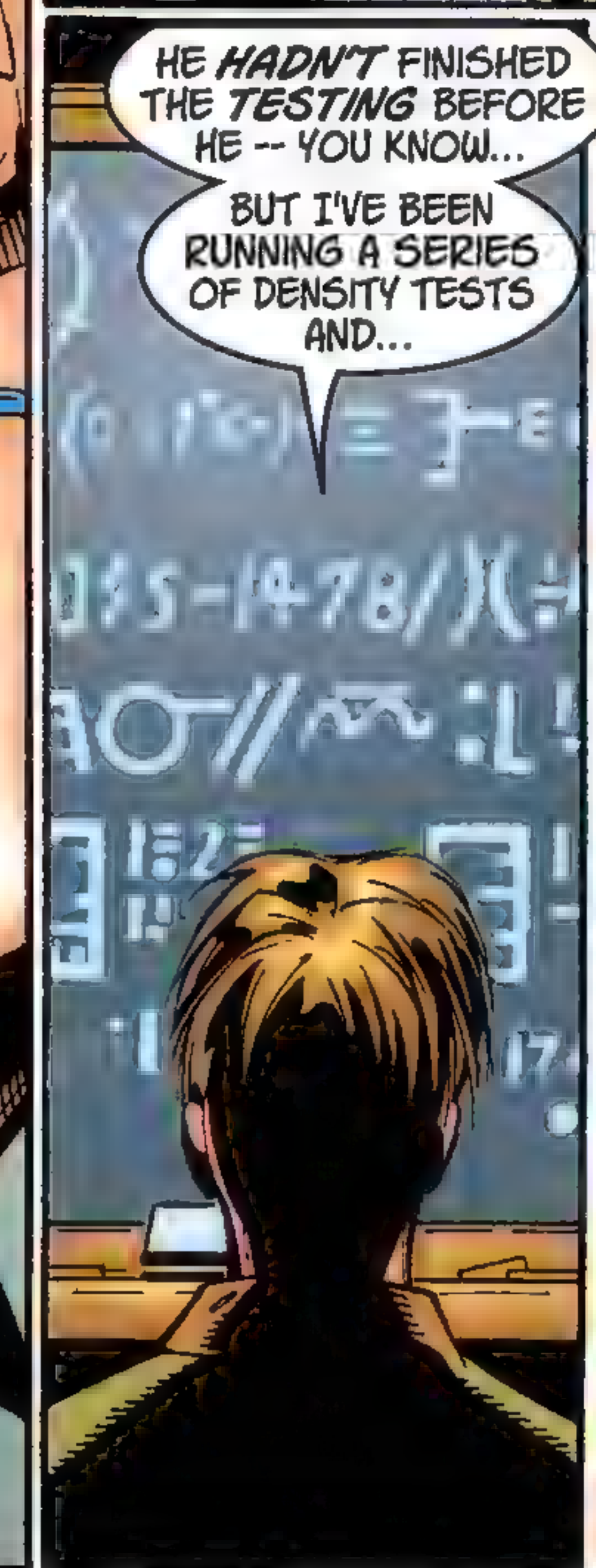
YOU'RE NOT GOING TO BLOW UP THE SCHOOL, ARE YOU?

NO. STOP IT.



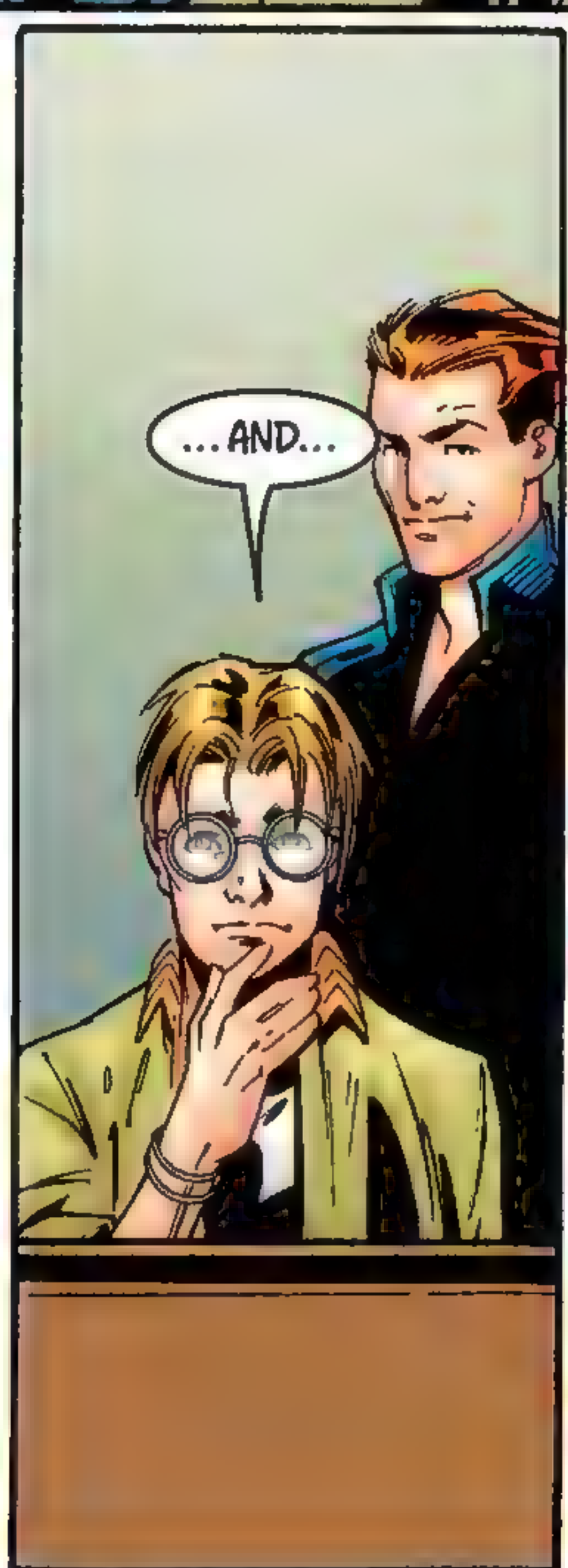
THIS IS -- IT'S REALLY -- SEE, MY FATHER WAS WORKING ON A COUPLE OF PATENTS -- -- THIS ONE WAS FOR THIS INTERESTING MOLECULAR ADHESIVE.

I CAN'T -- I HAVEN'T WRAPPED MY HEAD AROUND SOME OF THE MORE COMPLEX COMPONENTS.

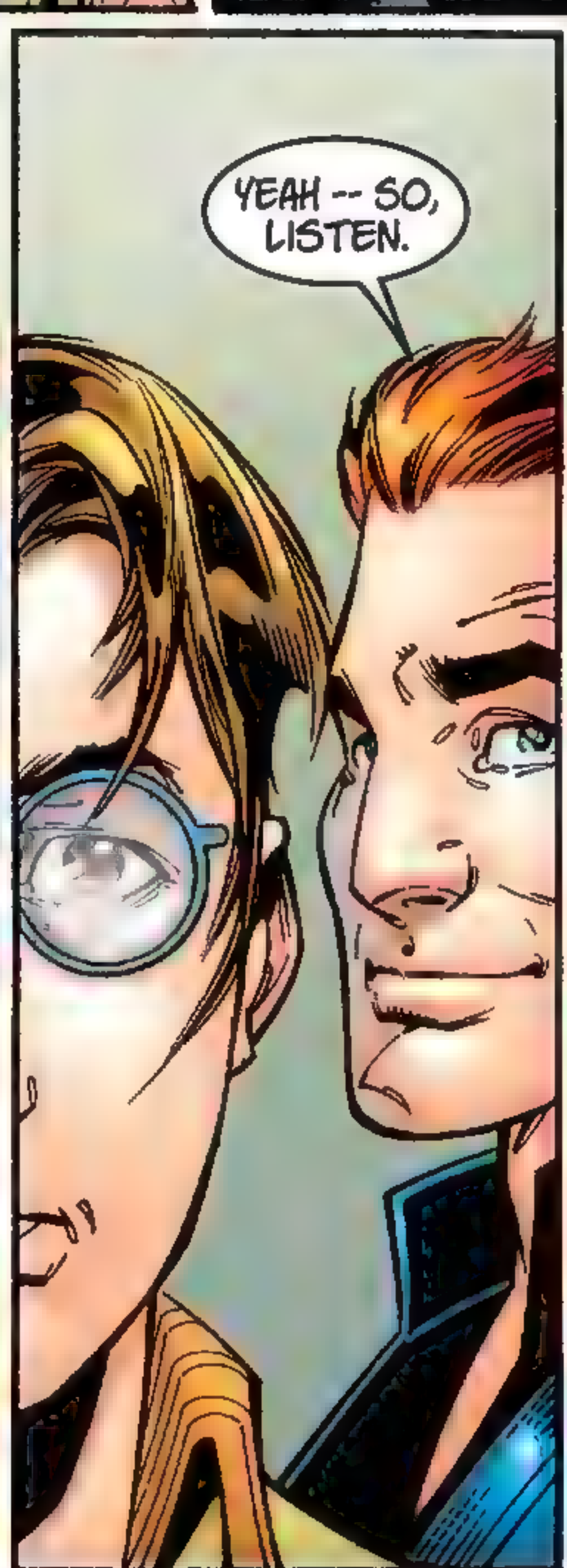


HE HADN'T FINISHED THE TESTING BEFORE HE -- YOU KNOW...

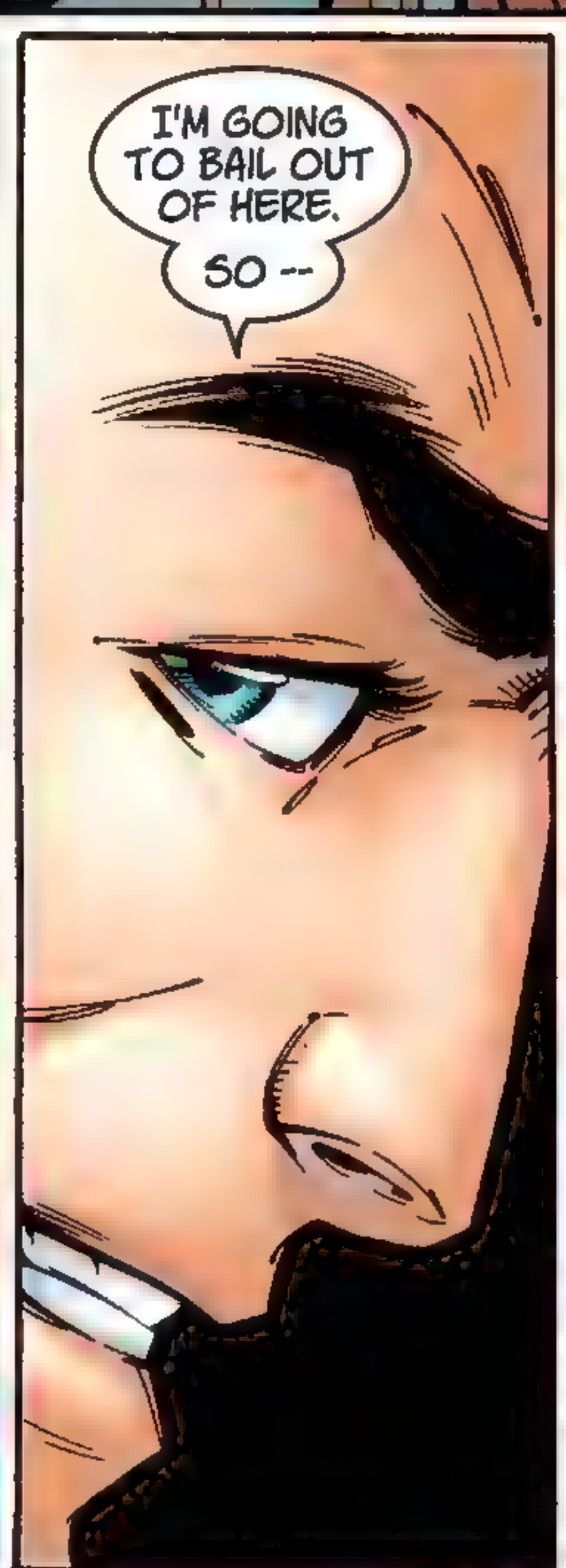
BUT I'VE BEEN RUNNING A SERIES OF DENSITY TESTS AND...



... AND...

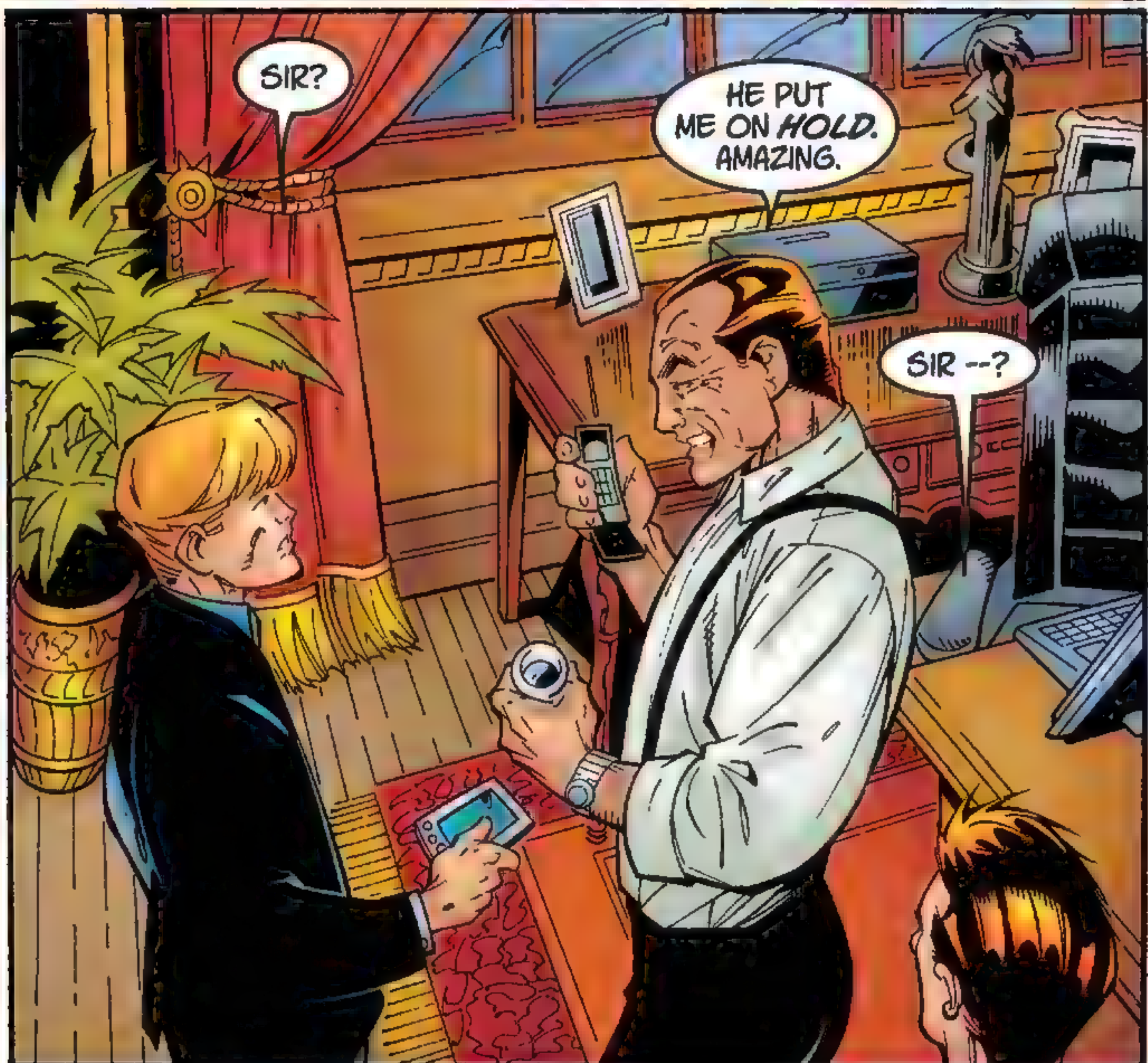
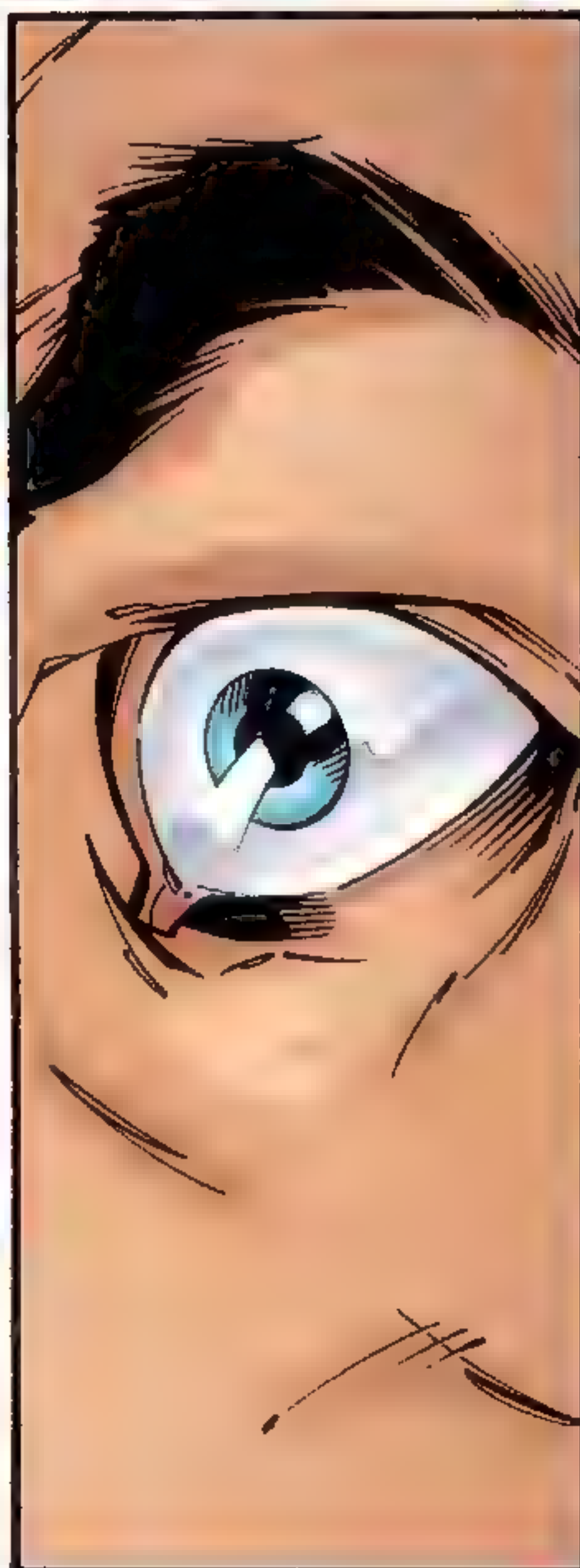
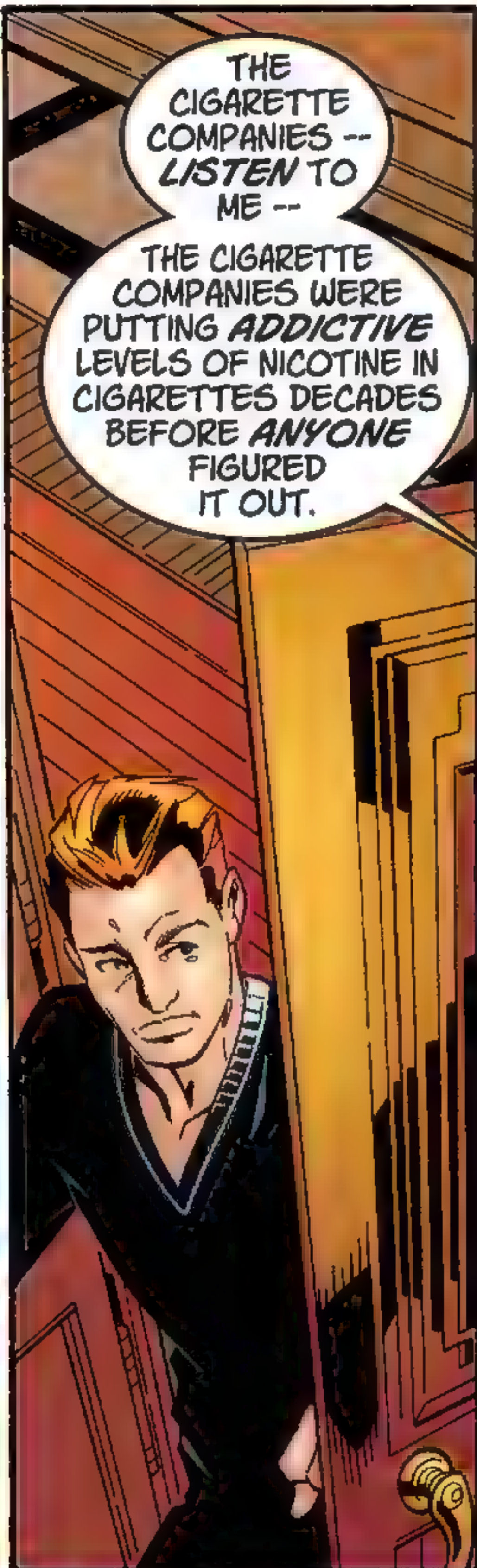
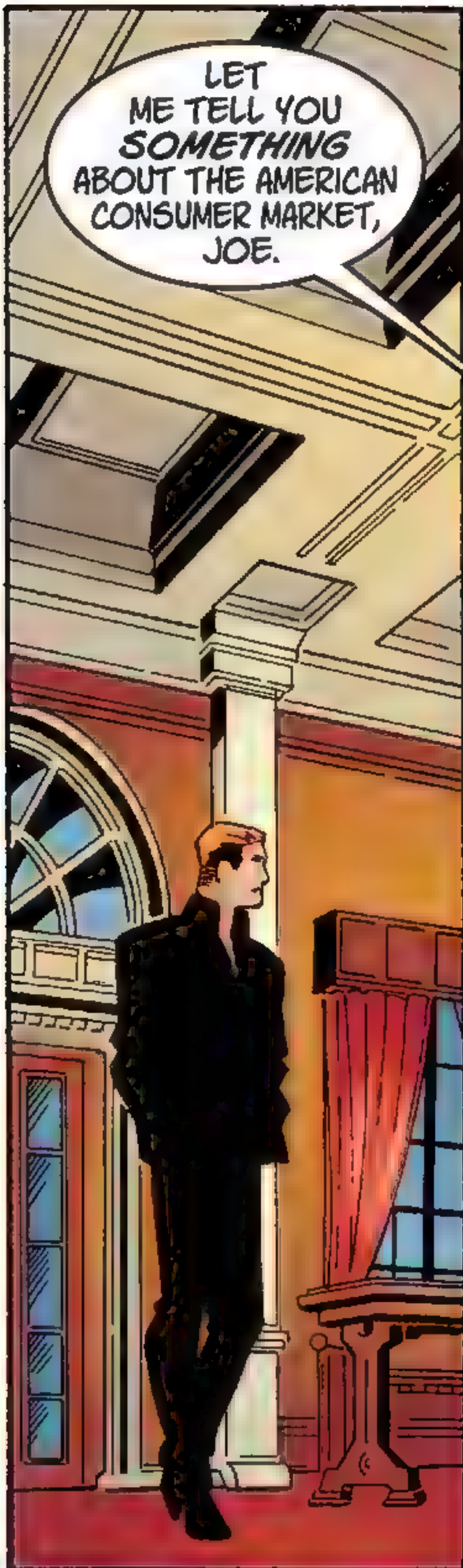


YEAH -- SO, LISTEN.



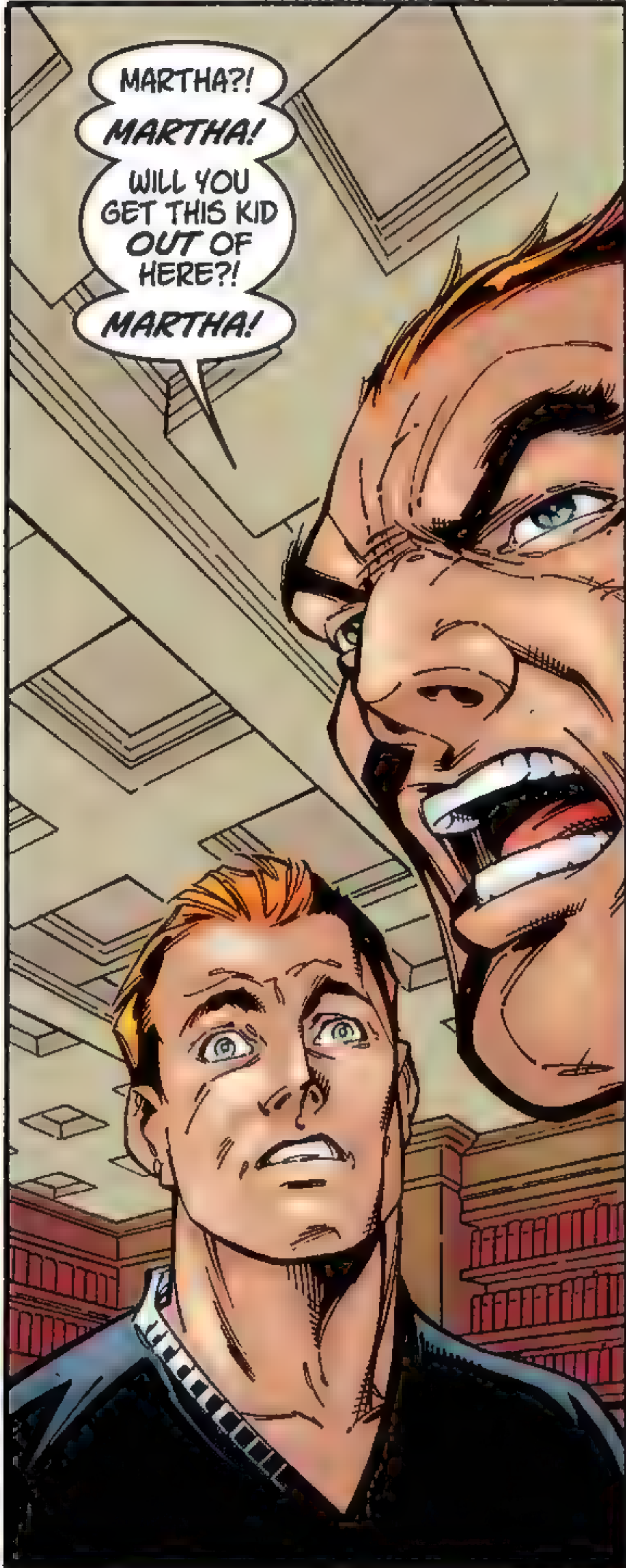
I'M GOING TO BAIL OUT OF HERE. SO --







DAD, UH --
DO YOU REMEMBER
THAT MY SCIENCE
CLASS IS COMING TO
VISIT THE LABS
TOMORROW?
BECAUSE
I WAS
HOPING THAT
YOU --?

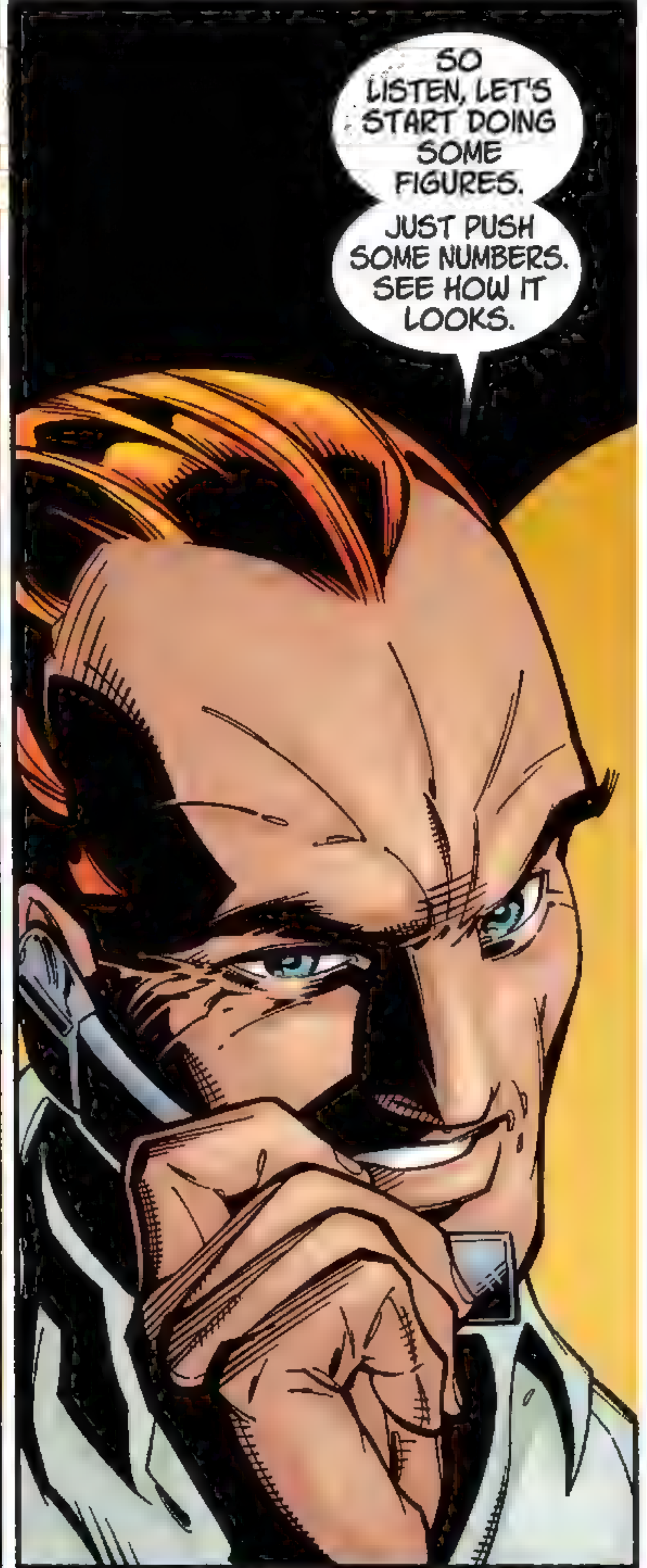


MARTHA?!
MARTHA!
WILL YOU
GET THIS KID
OUT OF
HERE?!
MARTHA!

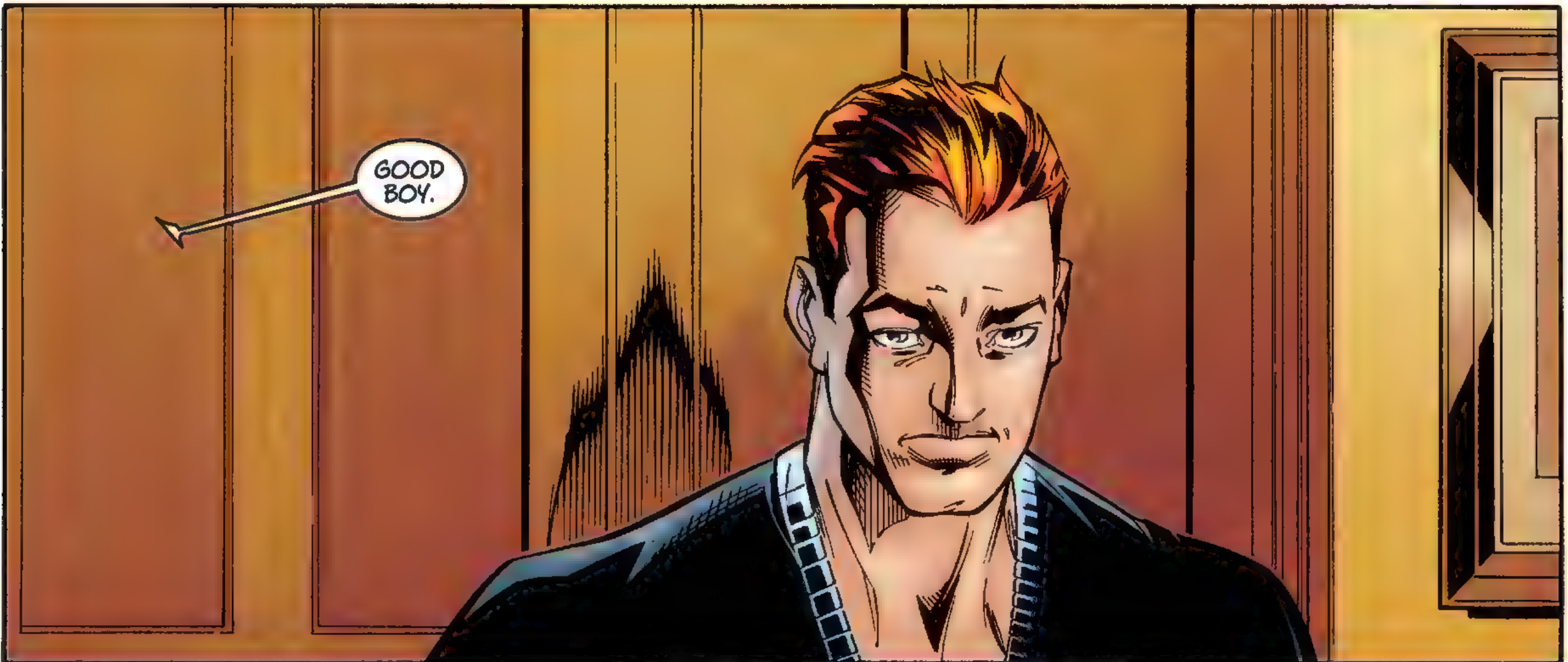


HARRY, IT
MIGHT BE TIME
TO EXCUSE
YOURSELF.

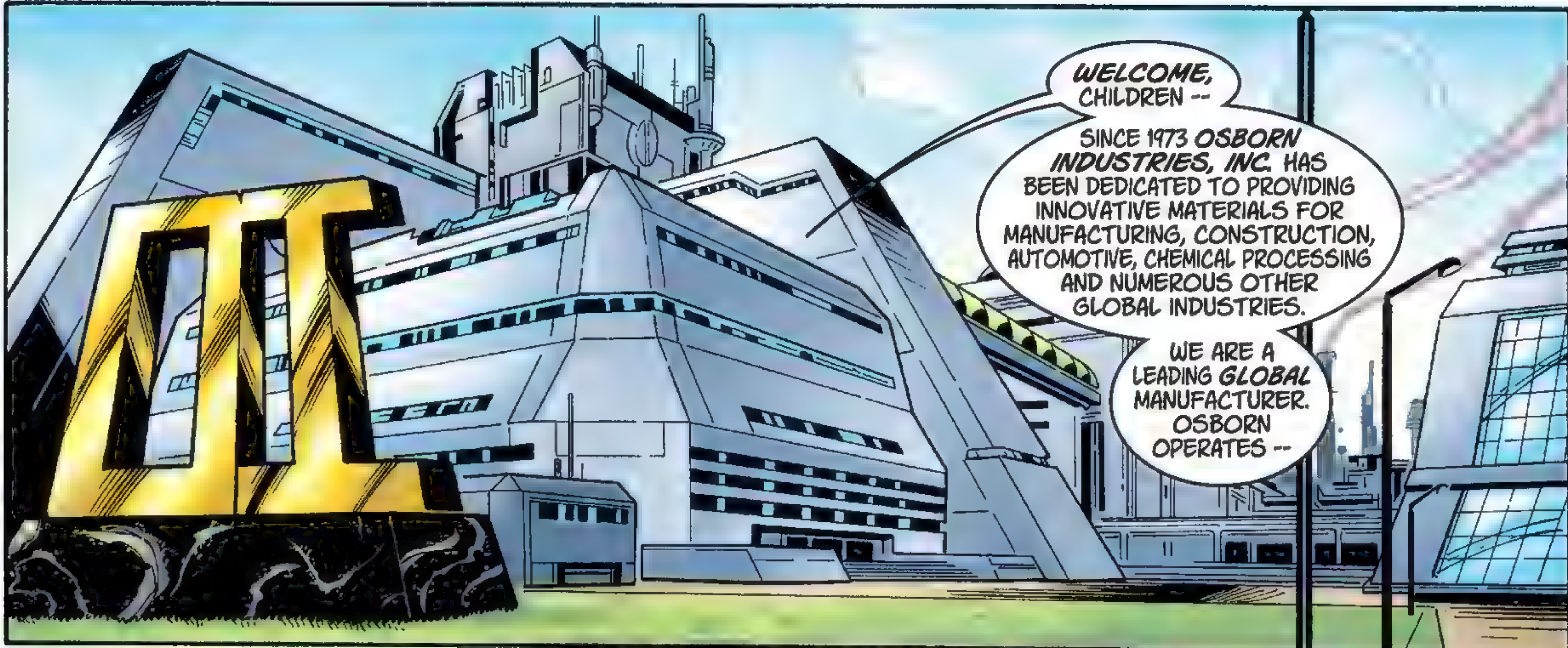
LIKE I HAVE
NOTHING BETTER
TO DO THAN BABY-
SIT YOUR --
JOE!



SO
LISTEN, LET'S
START DOING
SOME
FIGURES.
JUST PUSH
SOME NUMBERS.
SEE HOW IT
LOOKS.



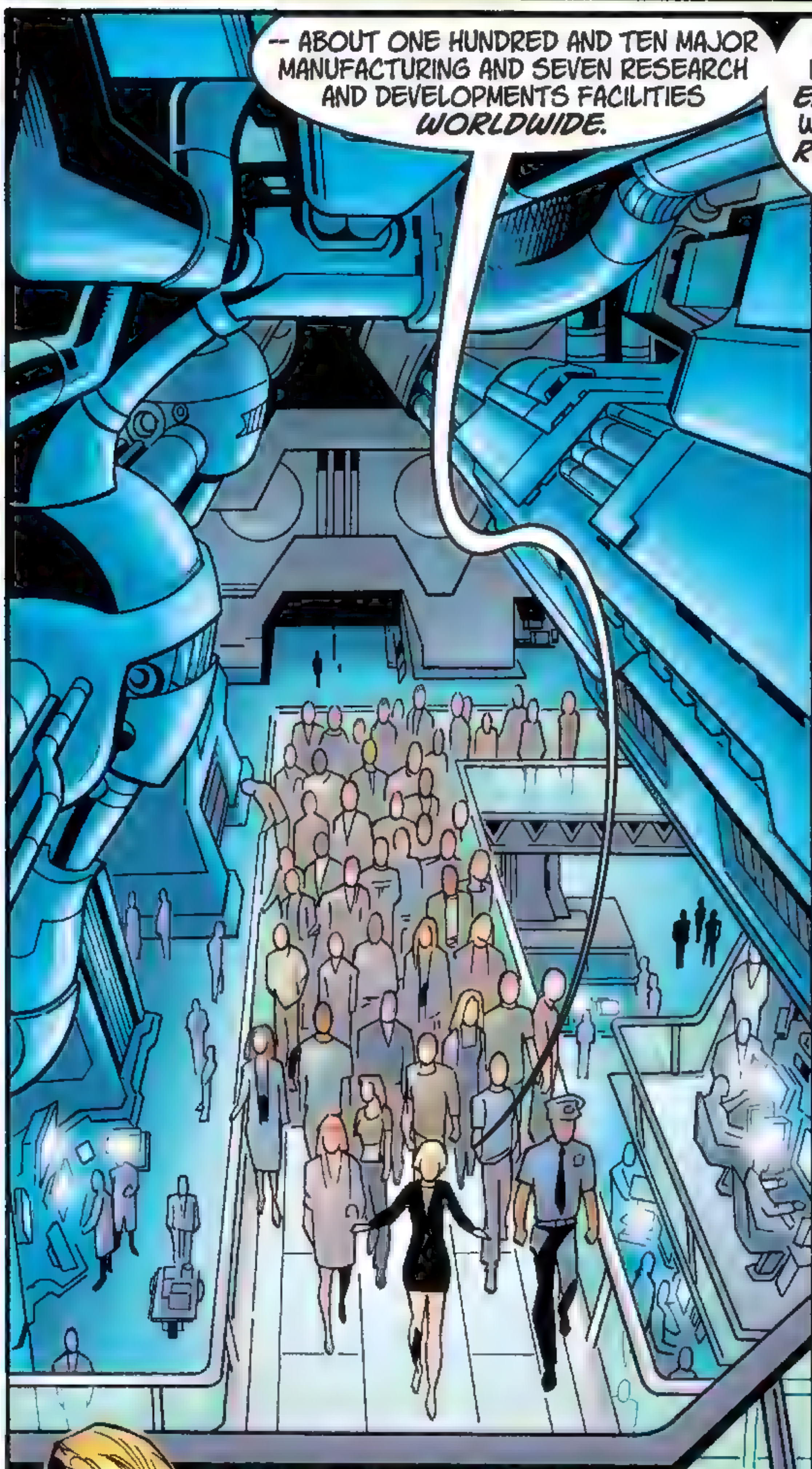
GOOD
BOY.



WELCOME,
CHILDREN --

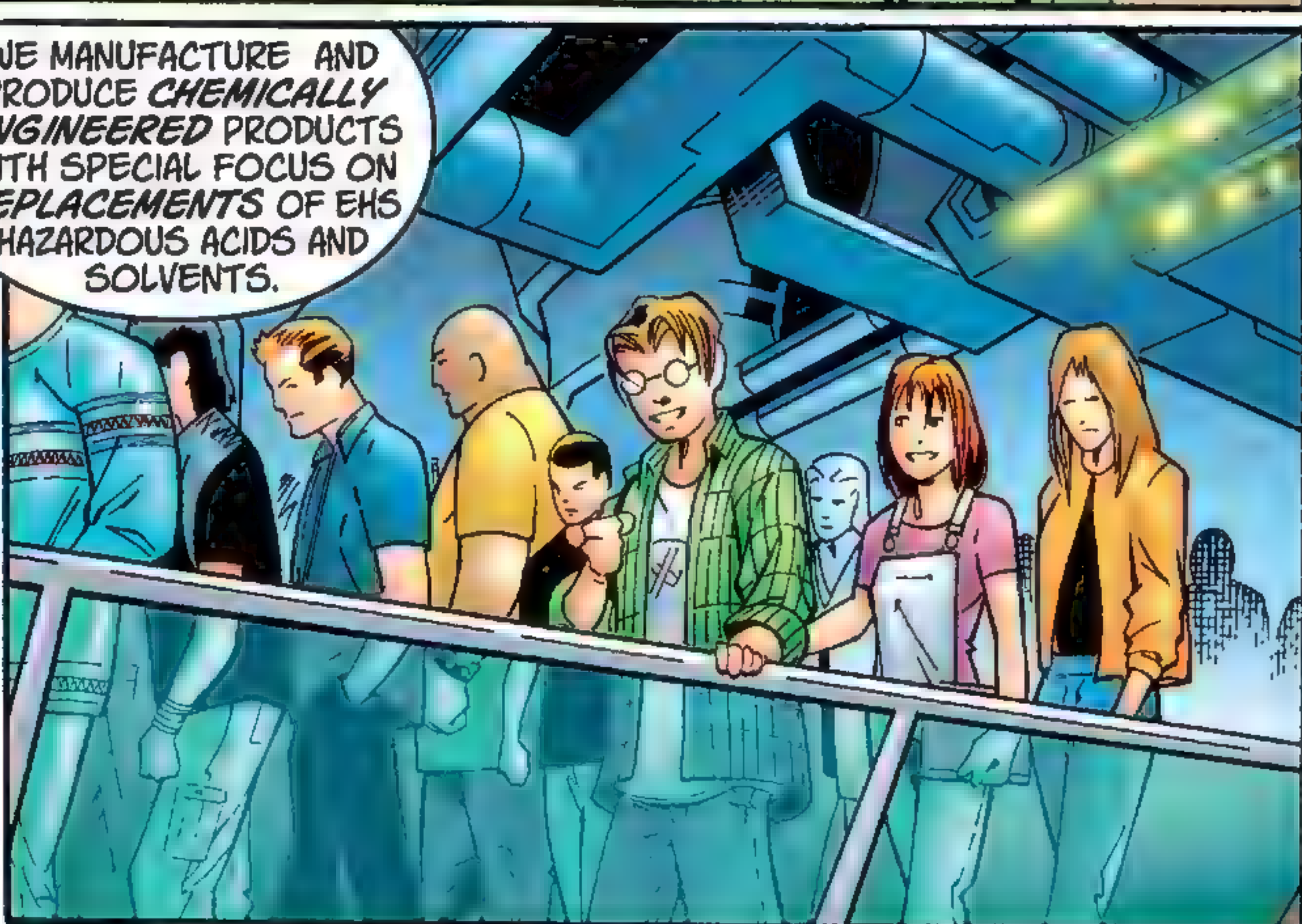
SINCE 1973 OSBORN
INDUSTRIES, INC. HAS
BEEN DEDICATED TO PROVIDING
INNOVATIVE MATERIALS FOR
MANUFACTURING, CONSTRUCTION,
AUTOMOTIVE, CHEMICAL PROCESSING
AND NUMEROUS OTHER
GLOBAL INDUSTRIES.

WE ARE A
LEADING GLOBAL
MANUFACTURER.
OSBORN
OPERATES --

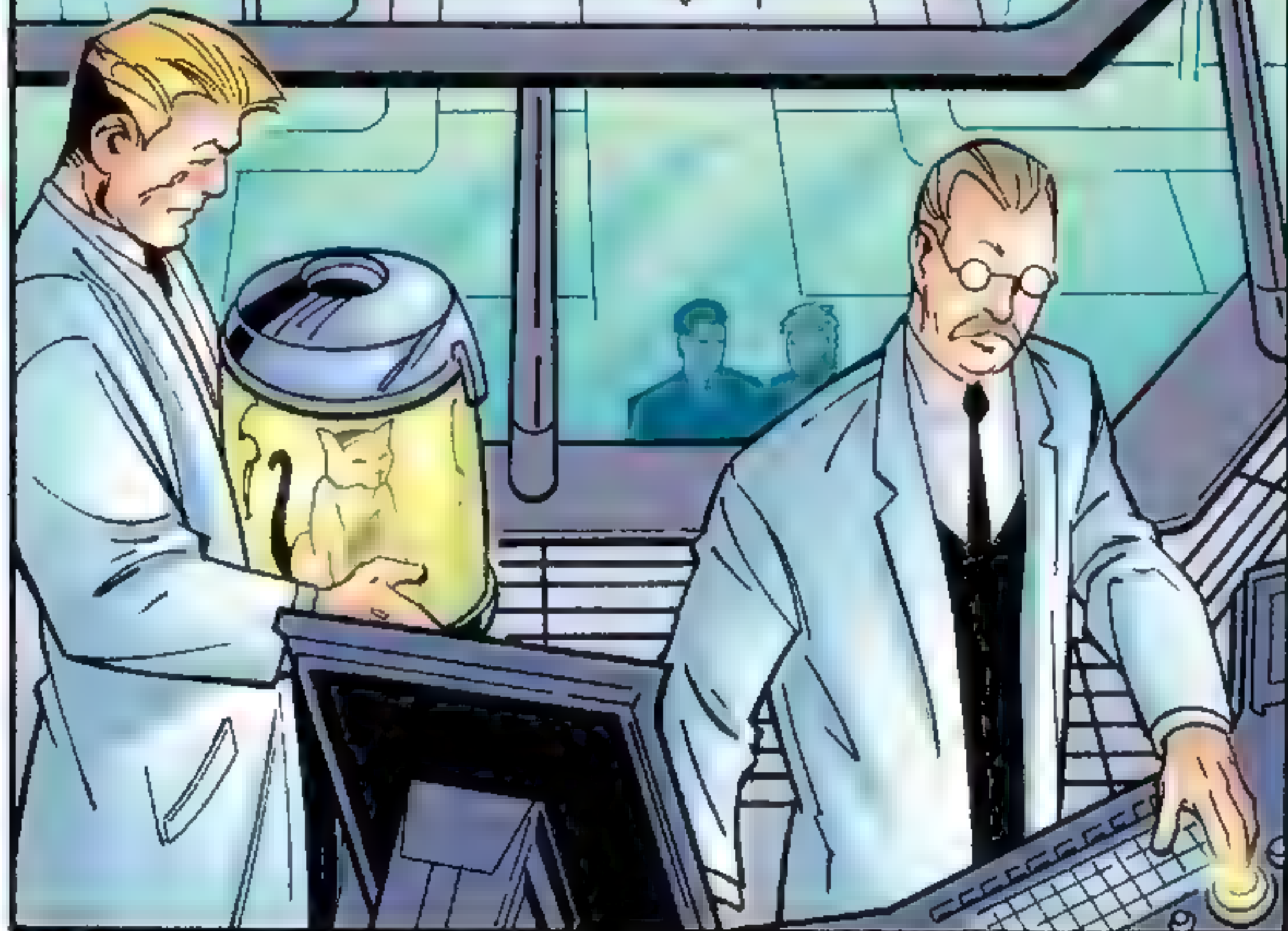
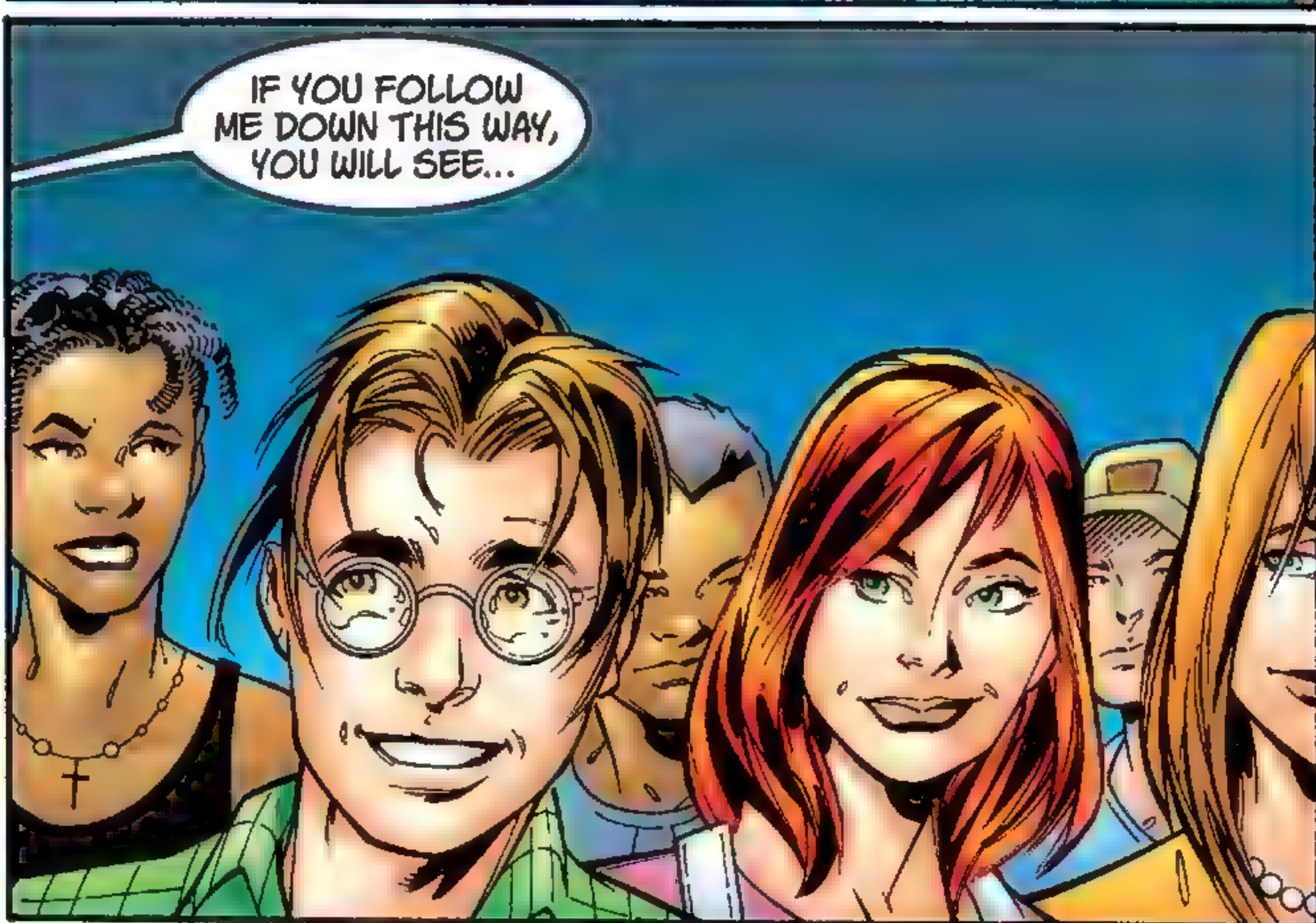


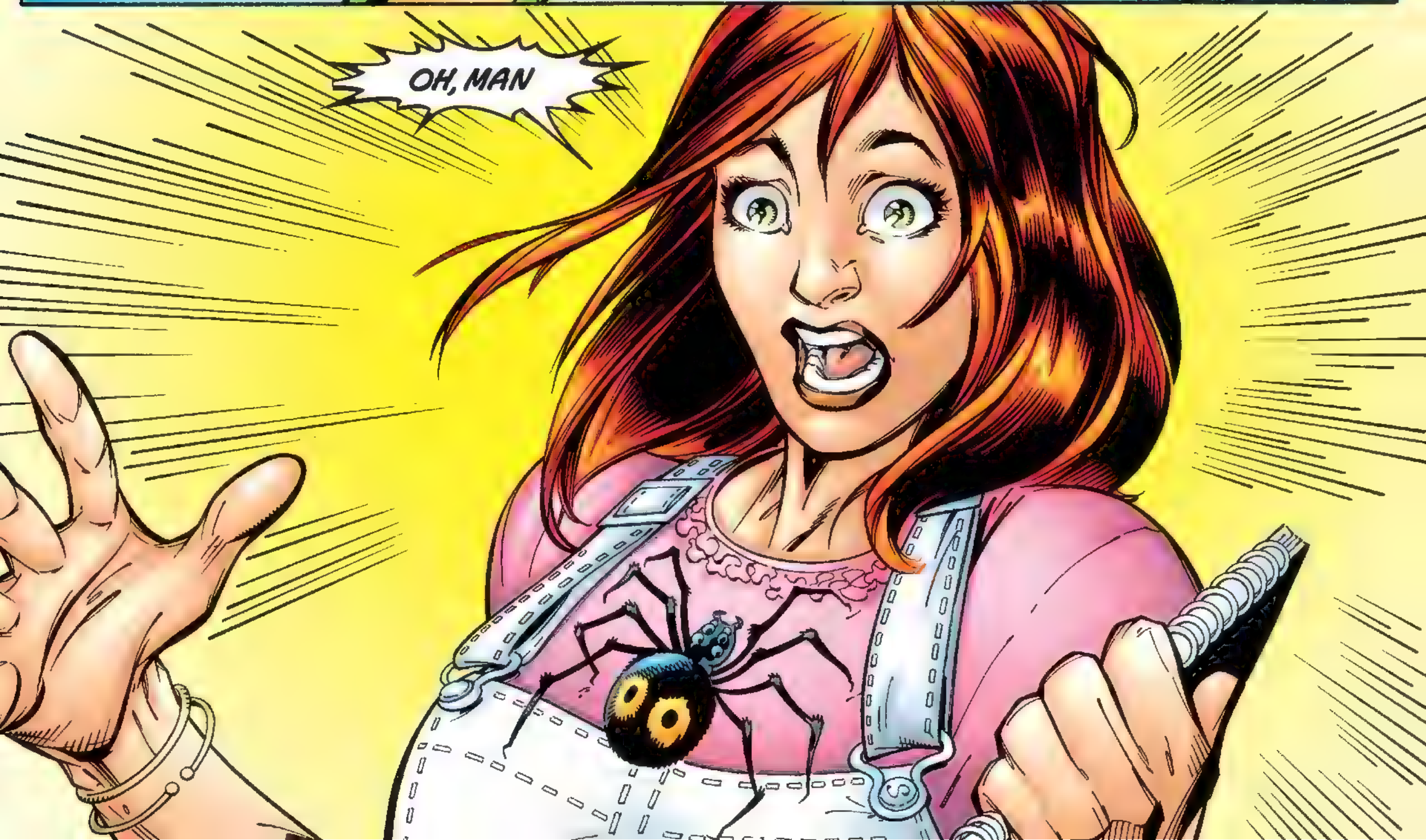
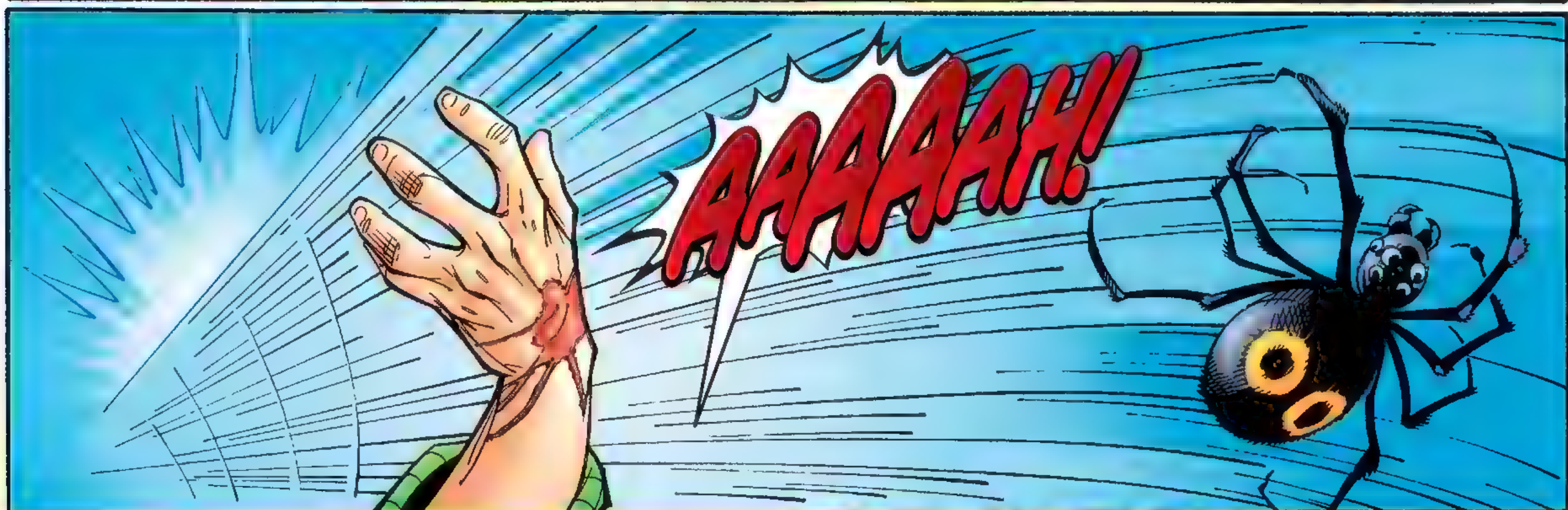
-- ABOUT ONE HUNDRED AND TEN MAJOR
MANUFACTURING AND SEVEN RESEARCH
AND DEVELOPMENTS FACILITIES
WORLDWIDE.

WE MANUFACTURE AND
PRODUCE **CHEMICALLY
ENGINEERED** PRODUCTS
WITH SPECIAL FOCUS ON
REPLACEMENTS OF EHS
HAZARDOUS ACIDS AND
SOLVENTS.

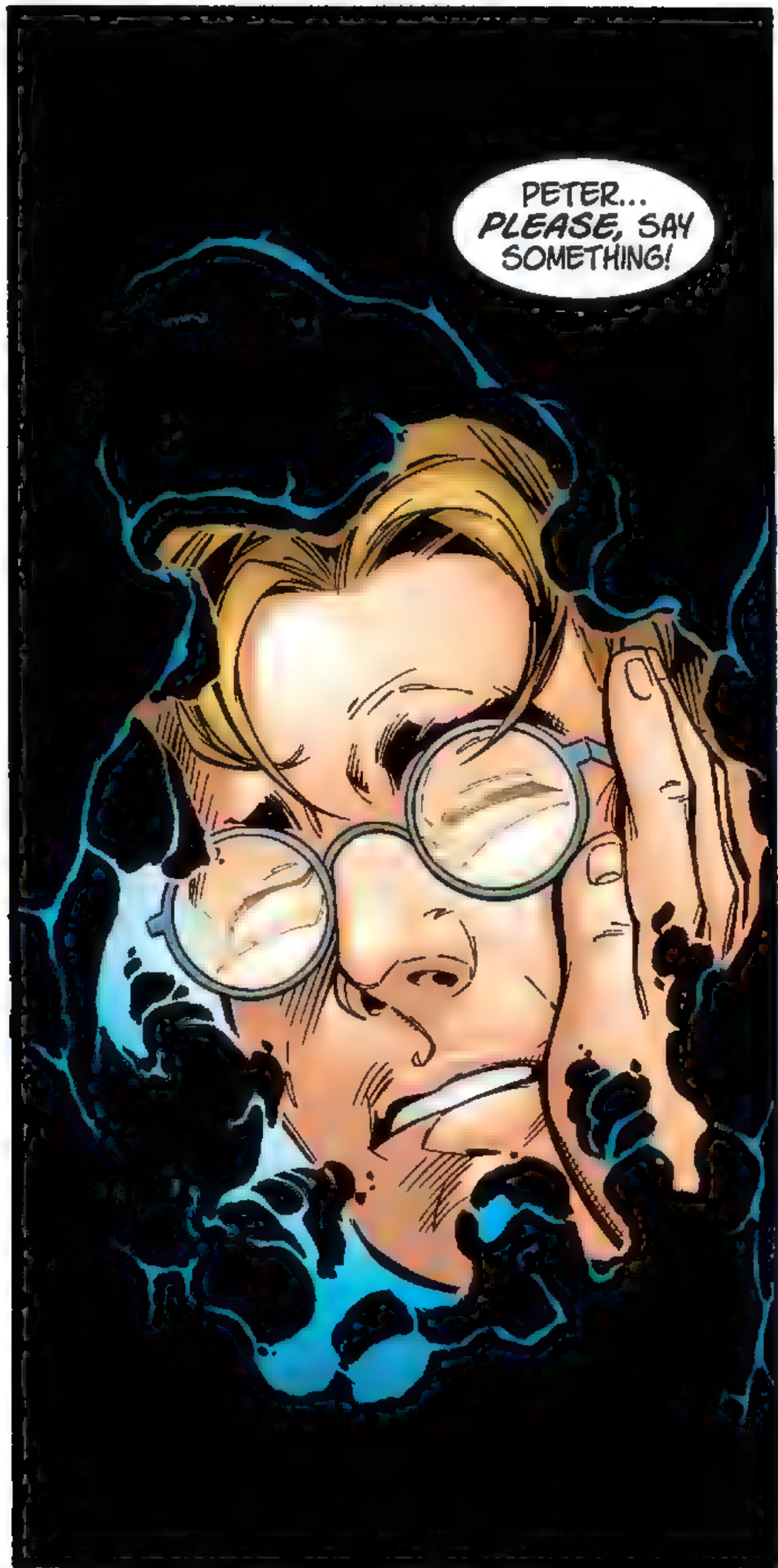


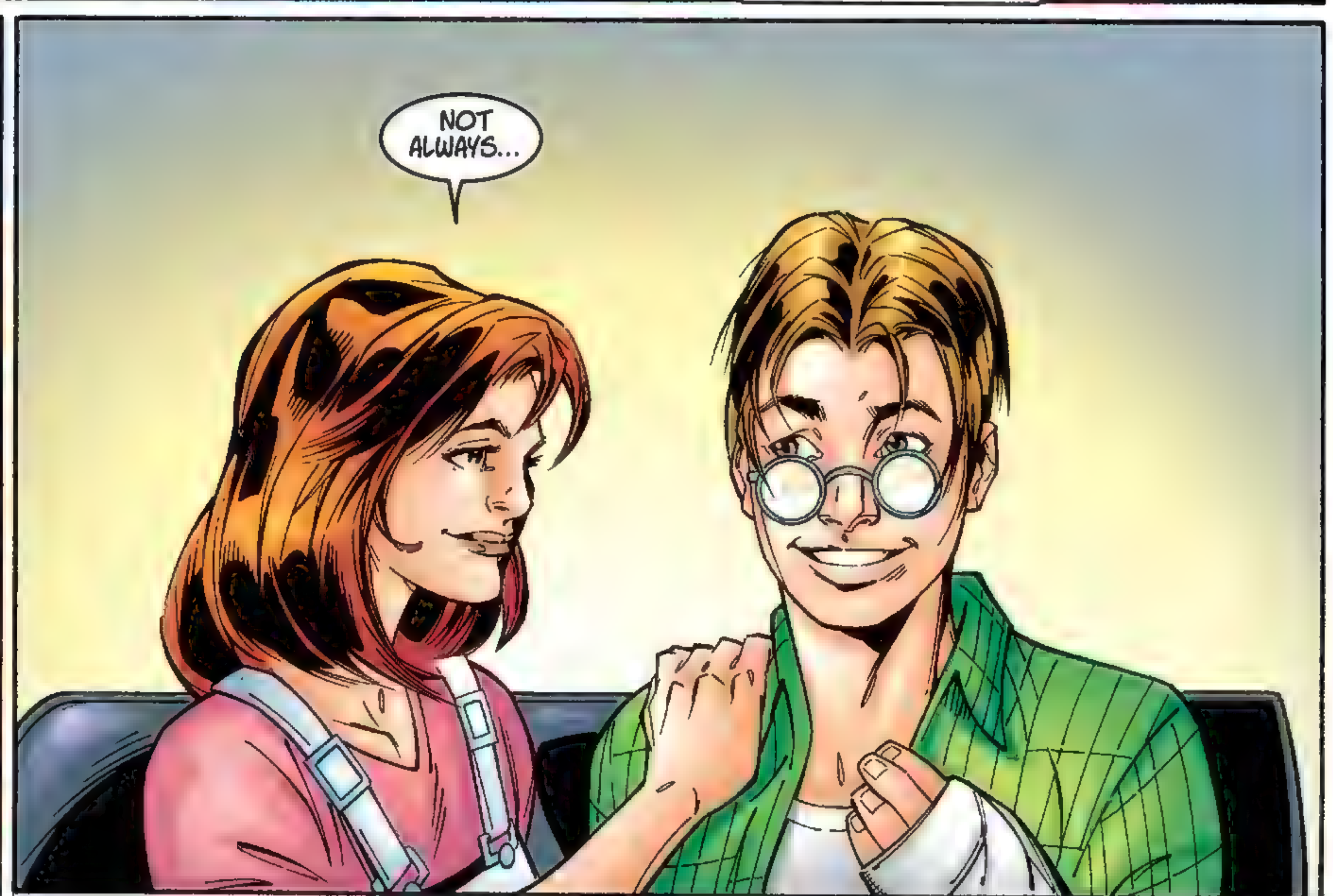
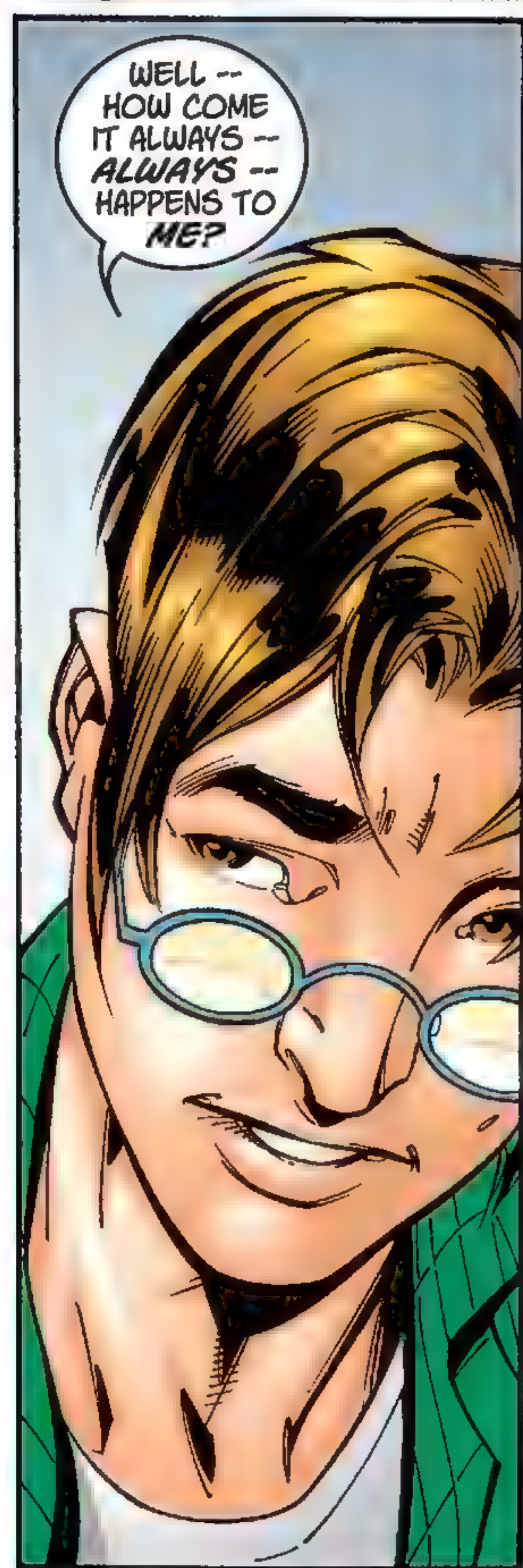
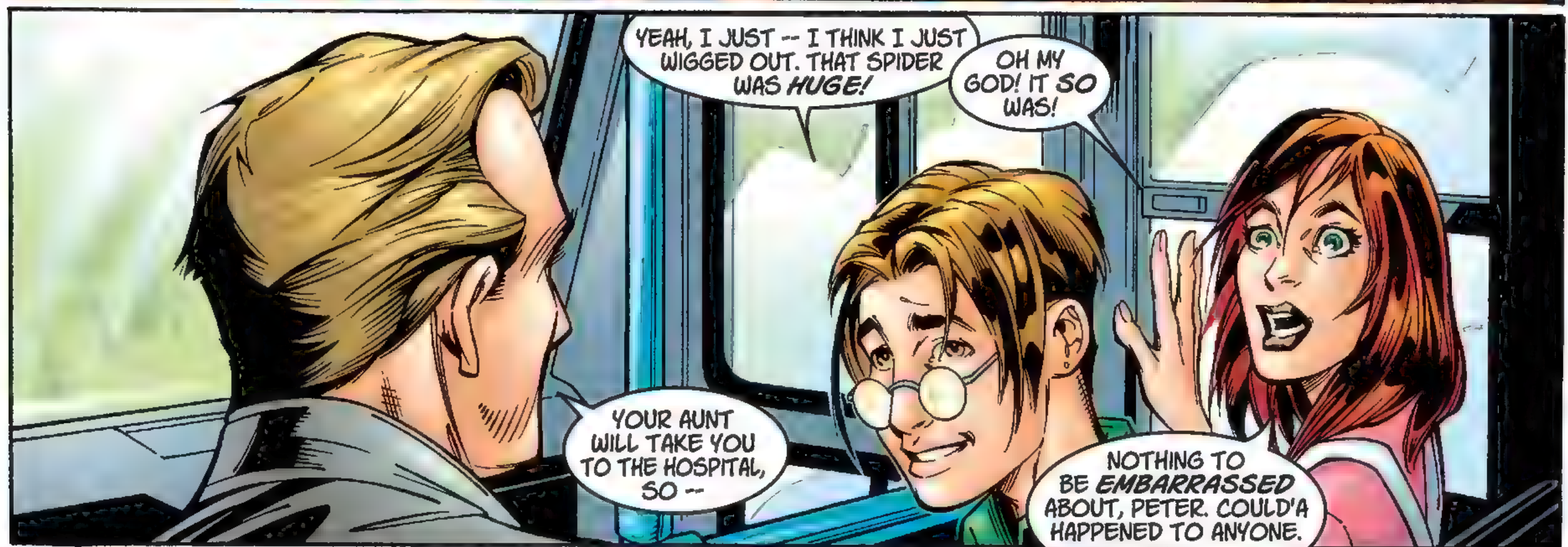
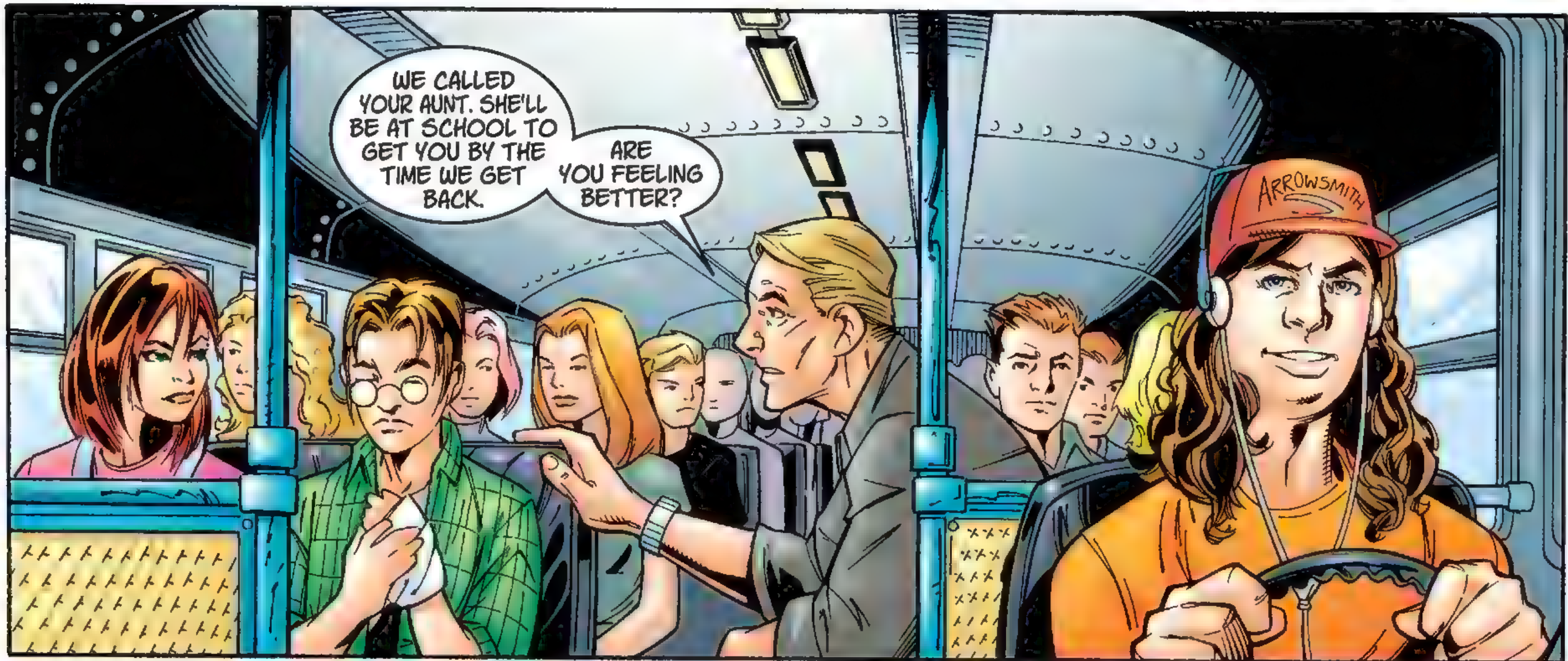
IF YOU FOLLOW
ME DOWN THIS WAY,
YOU WILL SEE...











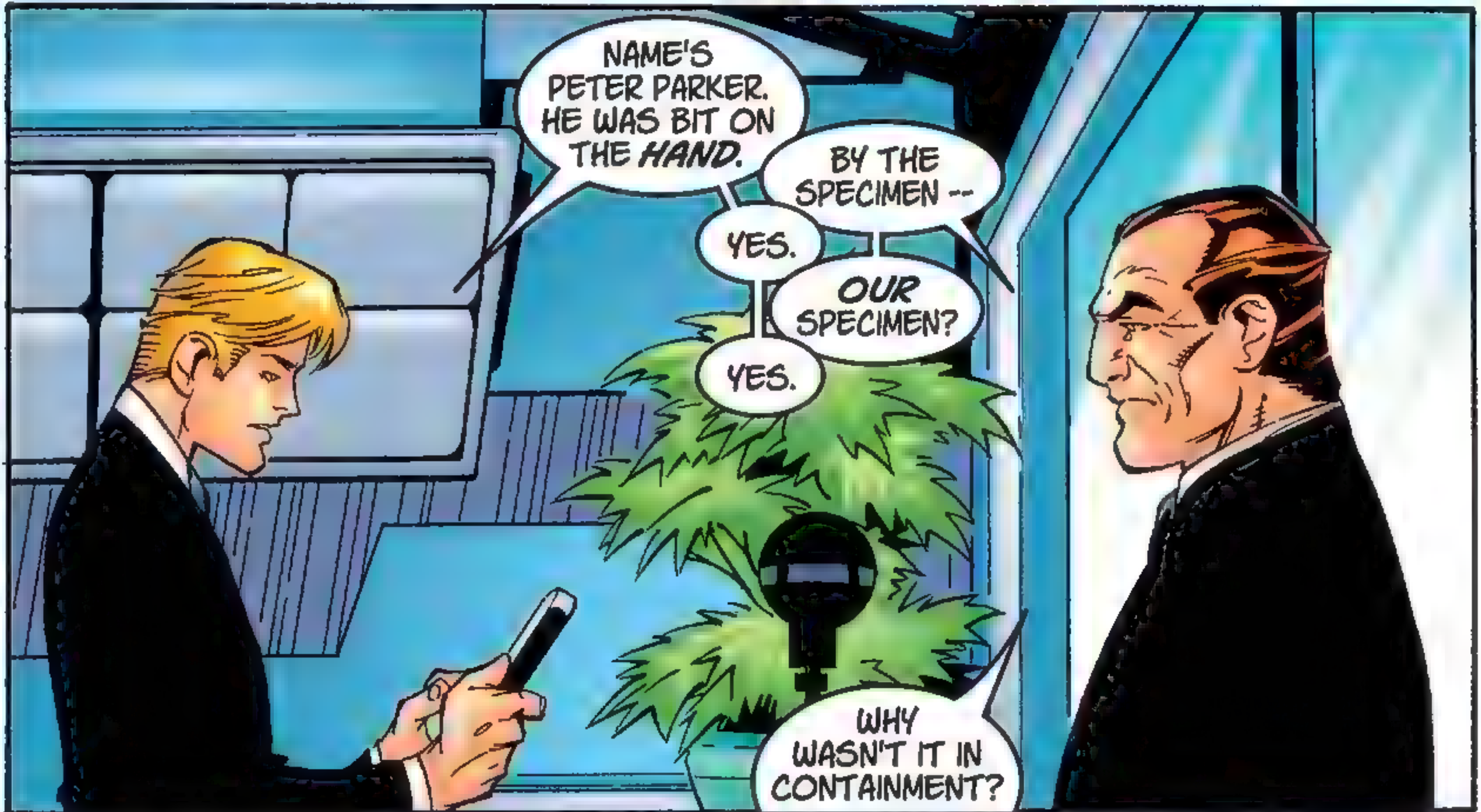


SEEMS THERE WAS AN INCIDENT ON THE MAIN LABORATORY FLOOR.

ONE OF YOUR SON'S CLASSMATES WAS BITTEN BY THE "OO" ARACHNID SPECIMEN.



HARRY SHOWS UP AND SOMETHING TURNS TO CRAP. WHAT A SHOCKER.



NAME'S PETER PARKER. HE WAS BIT ON THE HAND.

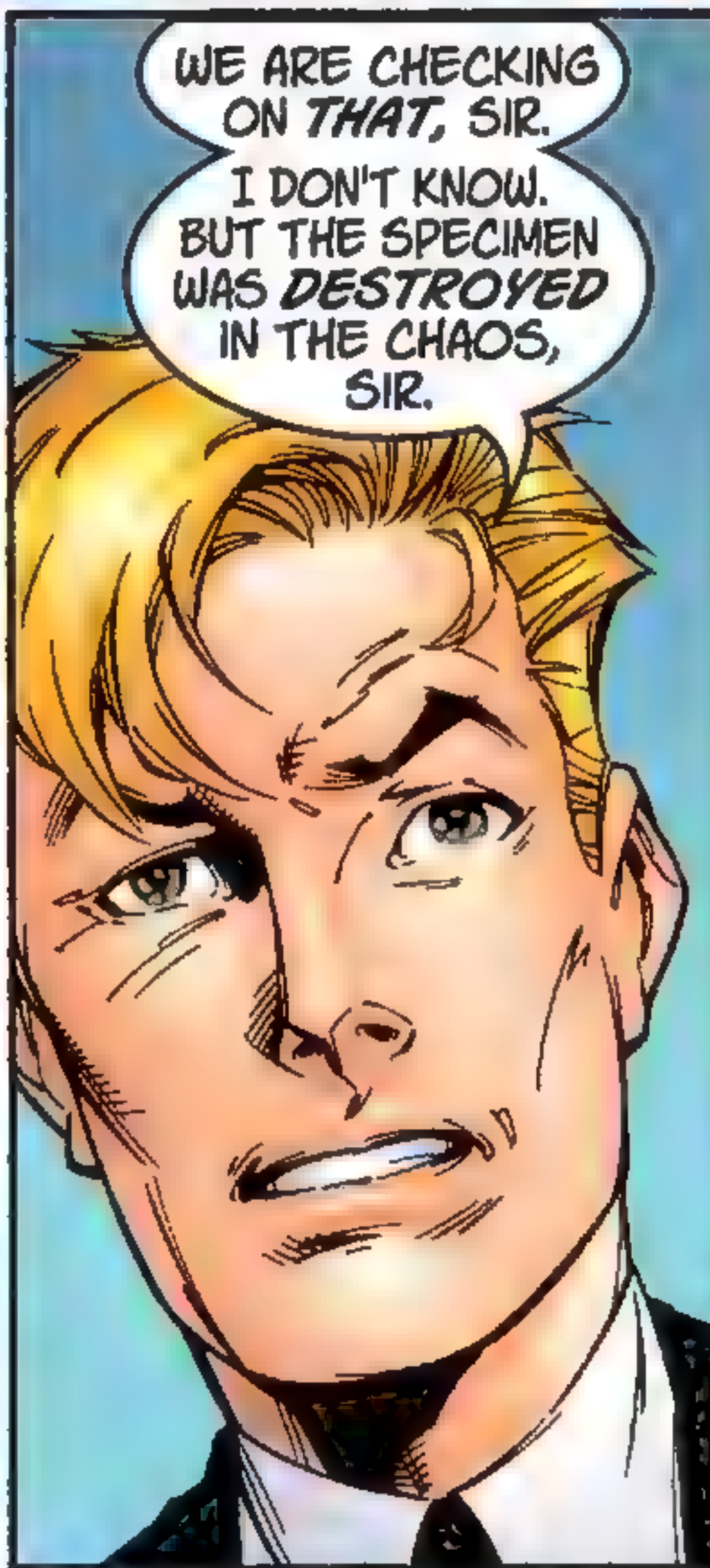
BY THE SPECIMEN --

YES.

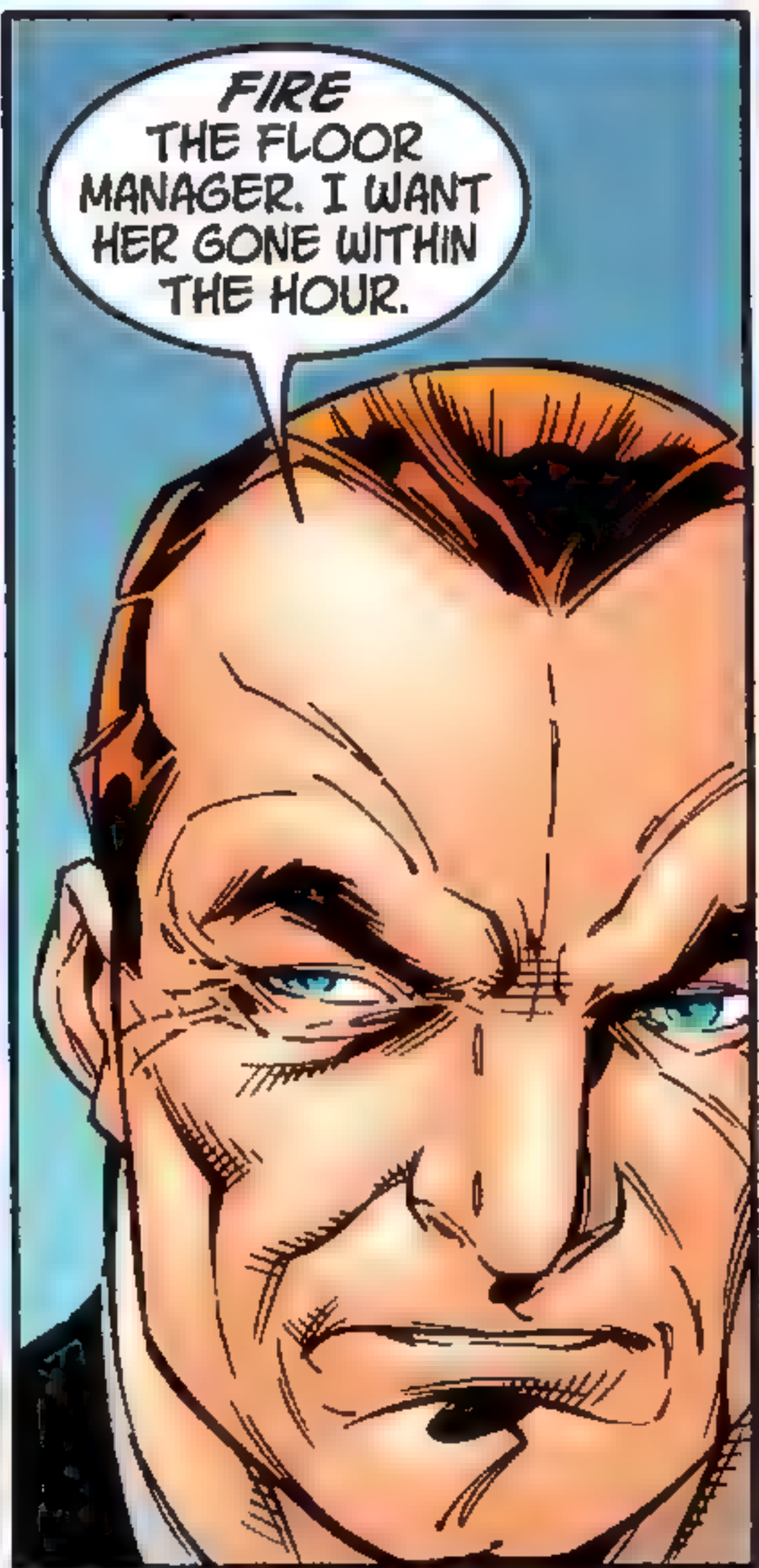
OUR SPECIMEN?

YES.

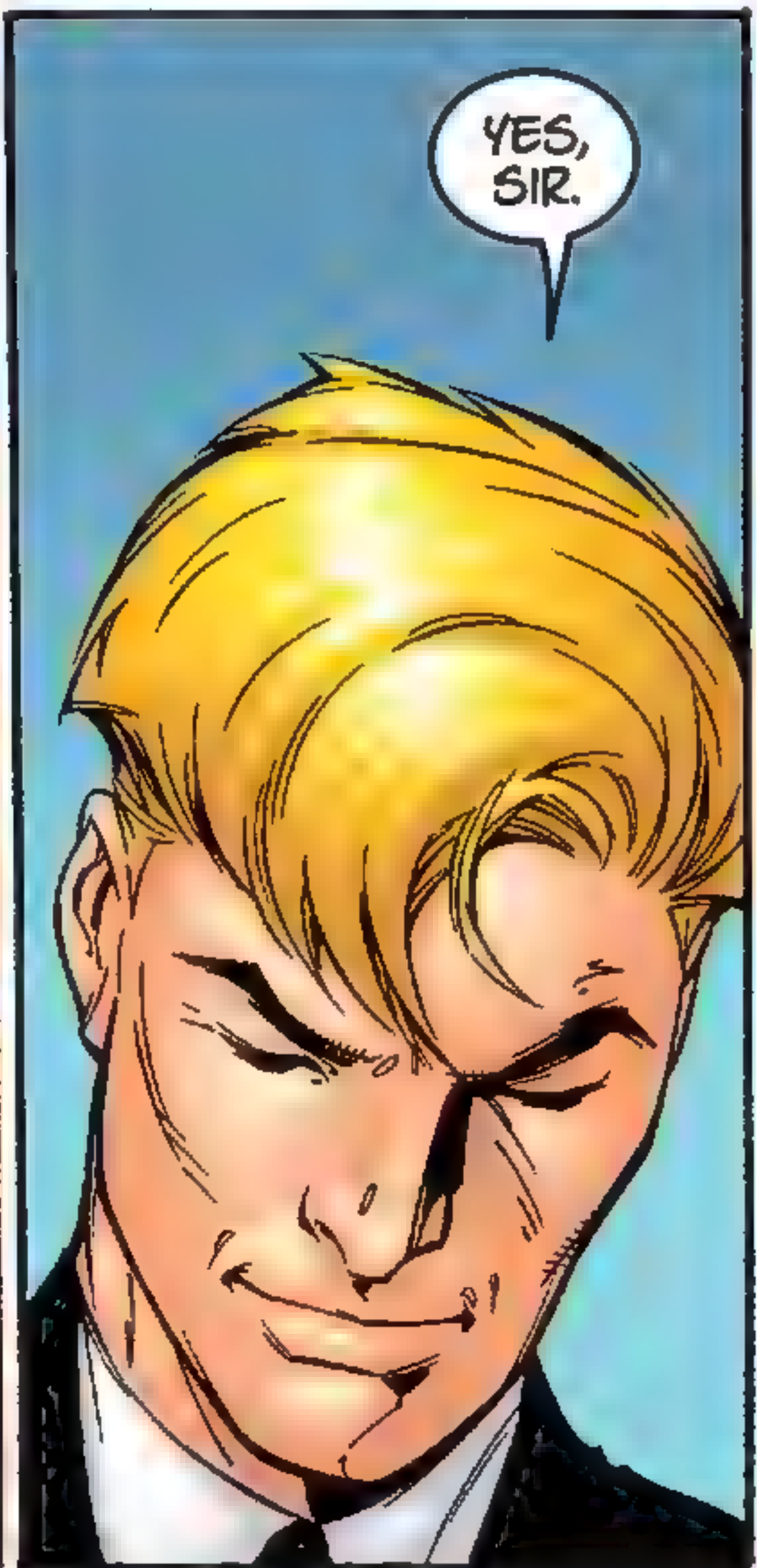
WHY WASN'T IT IN CONTAINMENT?



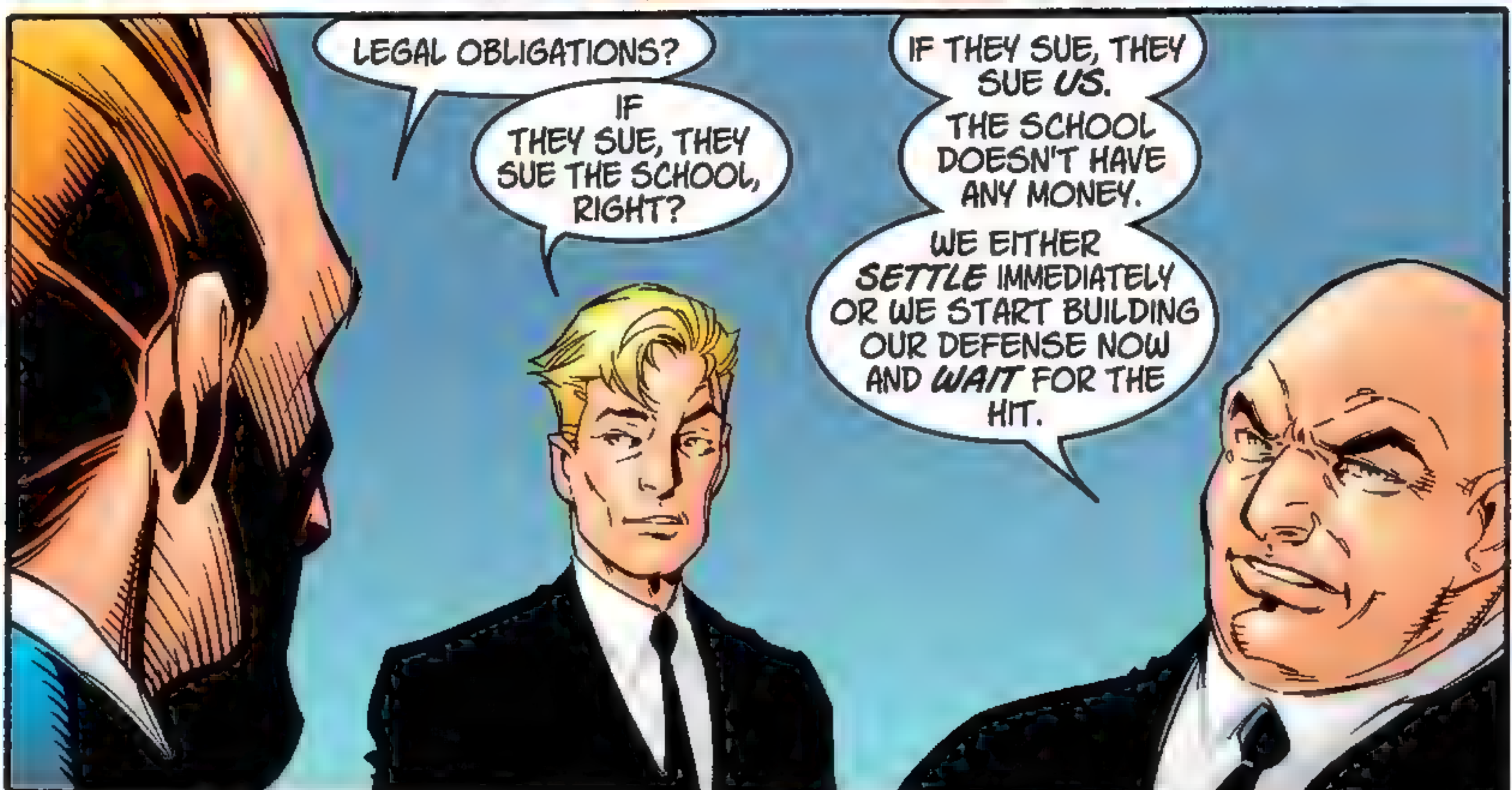
WE ARE CHECKING ON THAT, SIR. I DON'T KNOW. BUT THE SPECIMEN WAS DESTROYED IN THE CHAOS, SIR.



FIRE THE FLOOR MANAGER. I WANT HER GONE WITHIN THE HOUR.



YES, SIR.

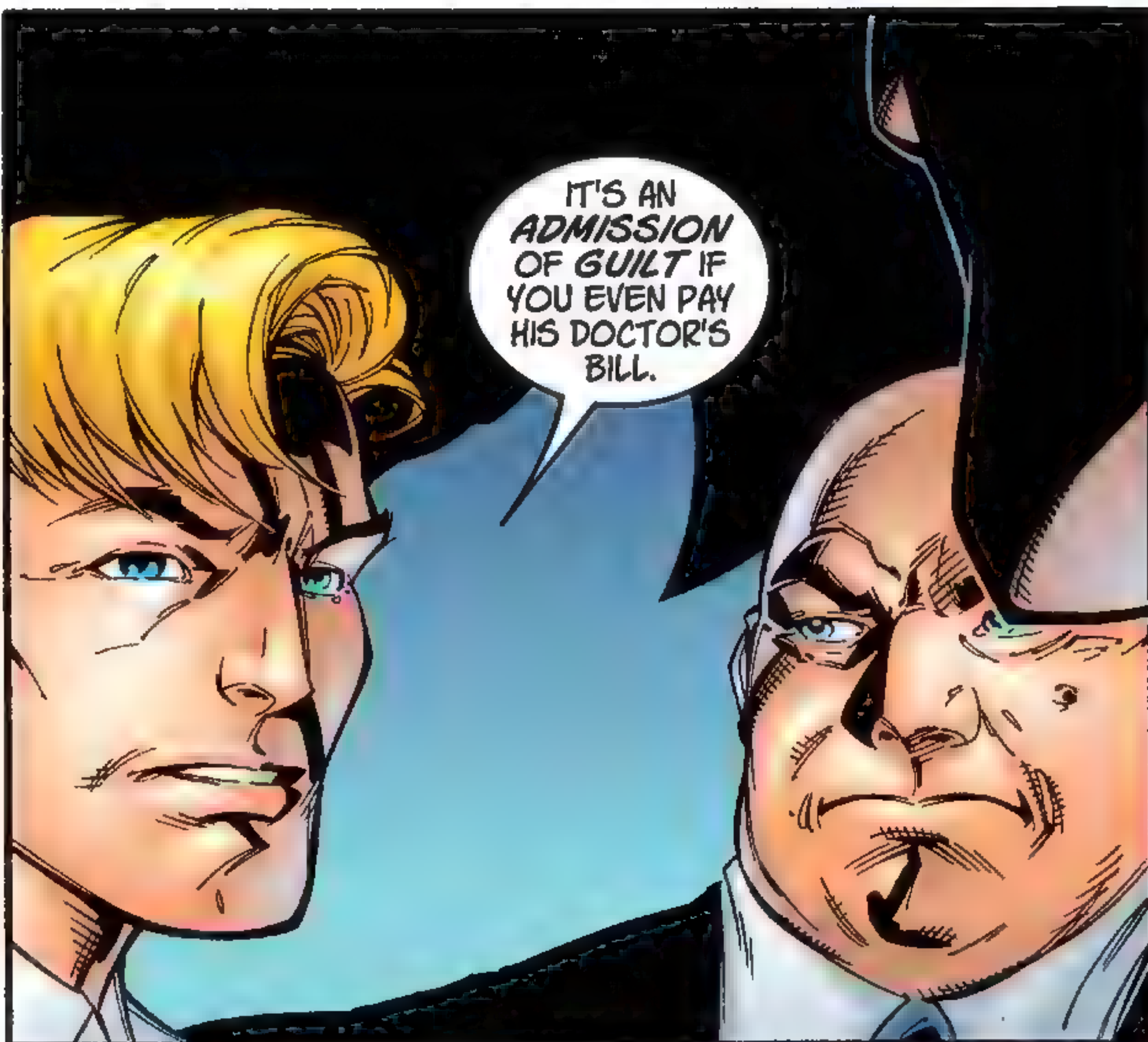


LEGAL OBLIGATIONS?

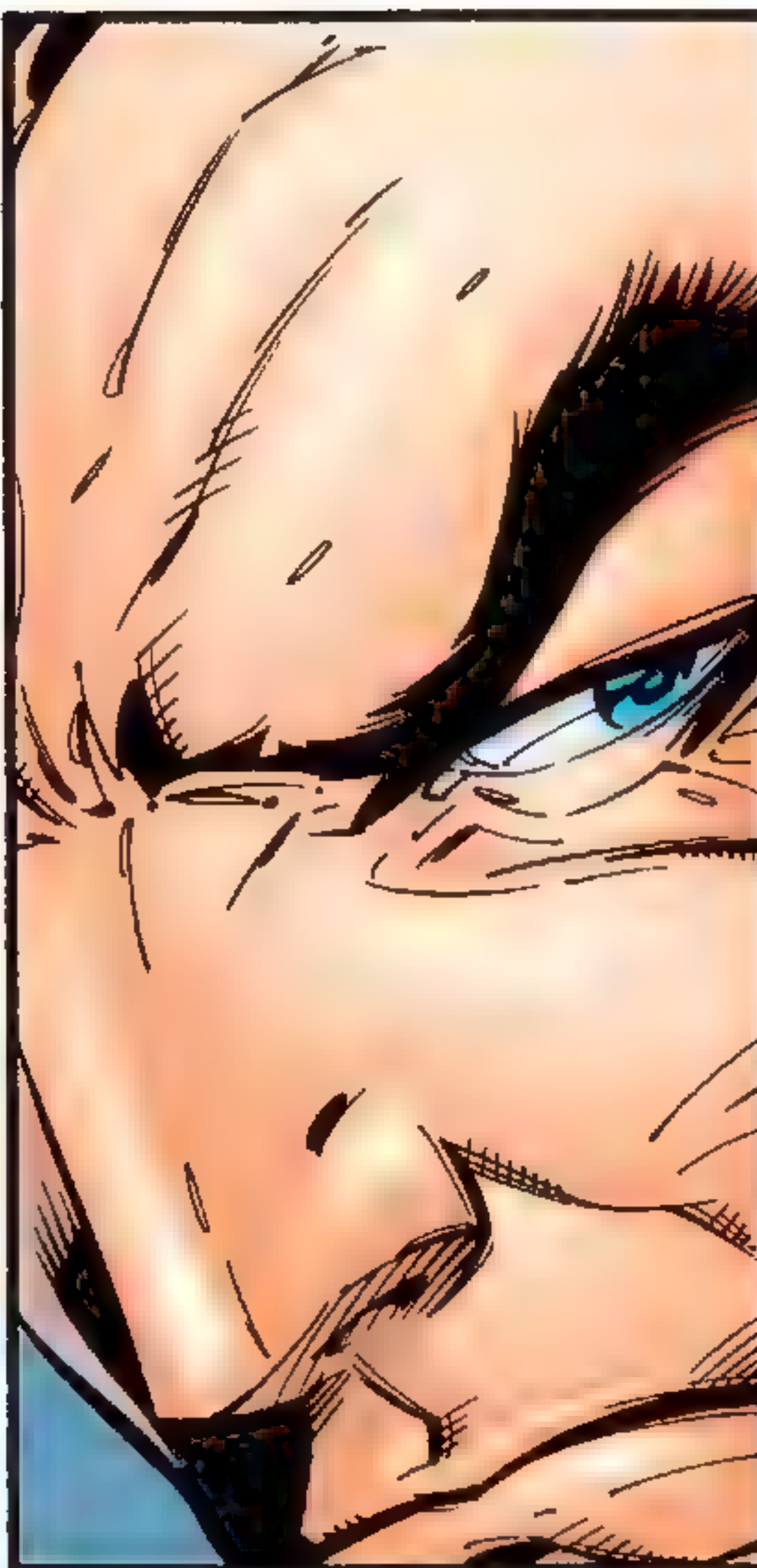
IF THEY SUE, THEY SUE THE SCHOOL, RIGHT?

IF THEY SUE, THEY SUE US. THE SCHOOL DOESN'T HAVE ANY MONEY.

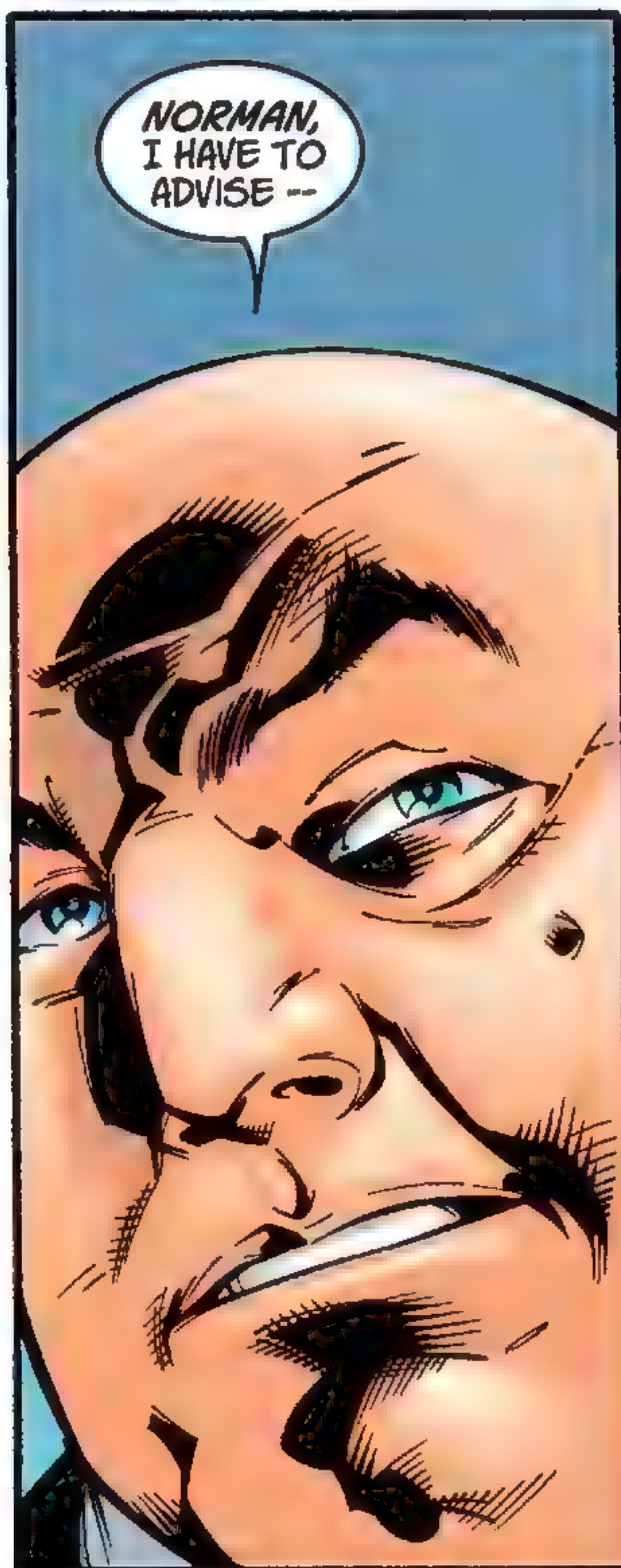
WE EITHER SETTLE IMMEDIATELY OR WE START BUILDING OUR DEFENSE NOW AND WAIT FOR THE HIT.



IT'S AN
ADMISSION
OF GUILT IF
YOU EVEN PAY
HIS DOCTOR'S
BILL.



NO, NO.
LET'S
PICK UP
THE
TAB.

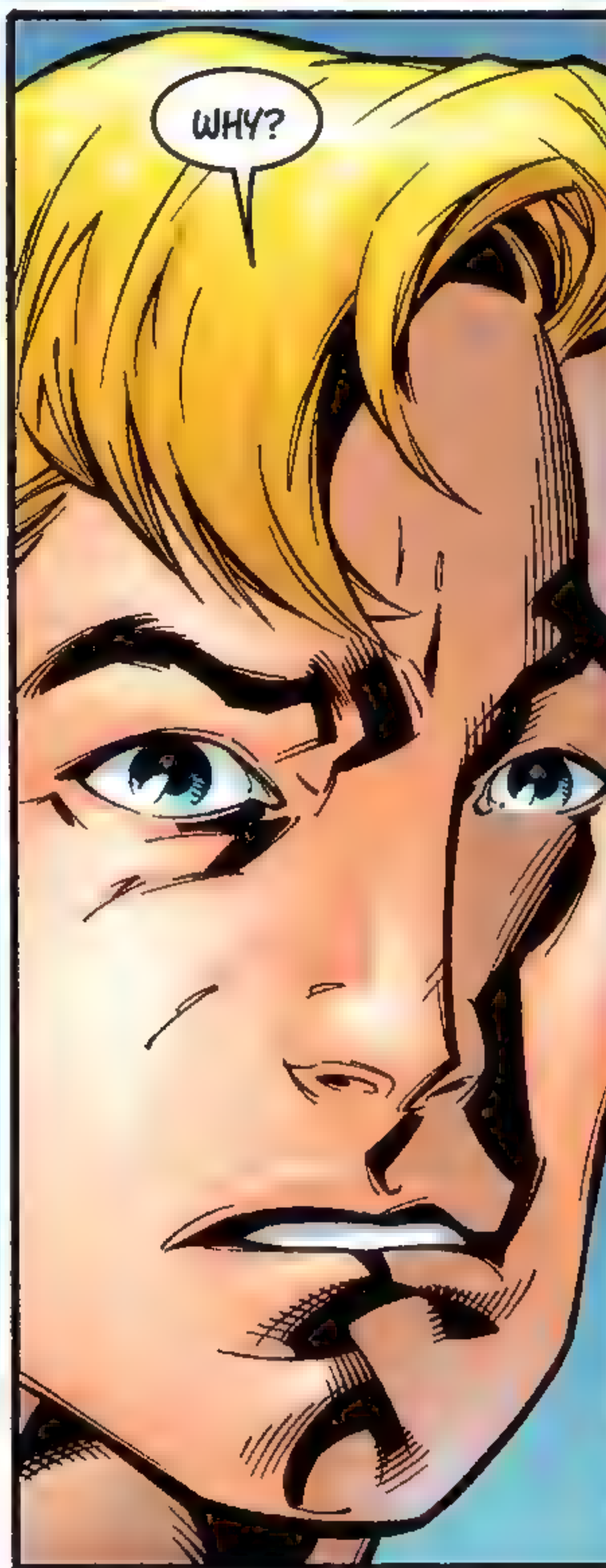


NORMAN,
I HAVE TO
ADVISE --

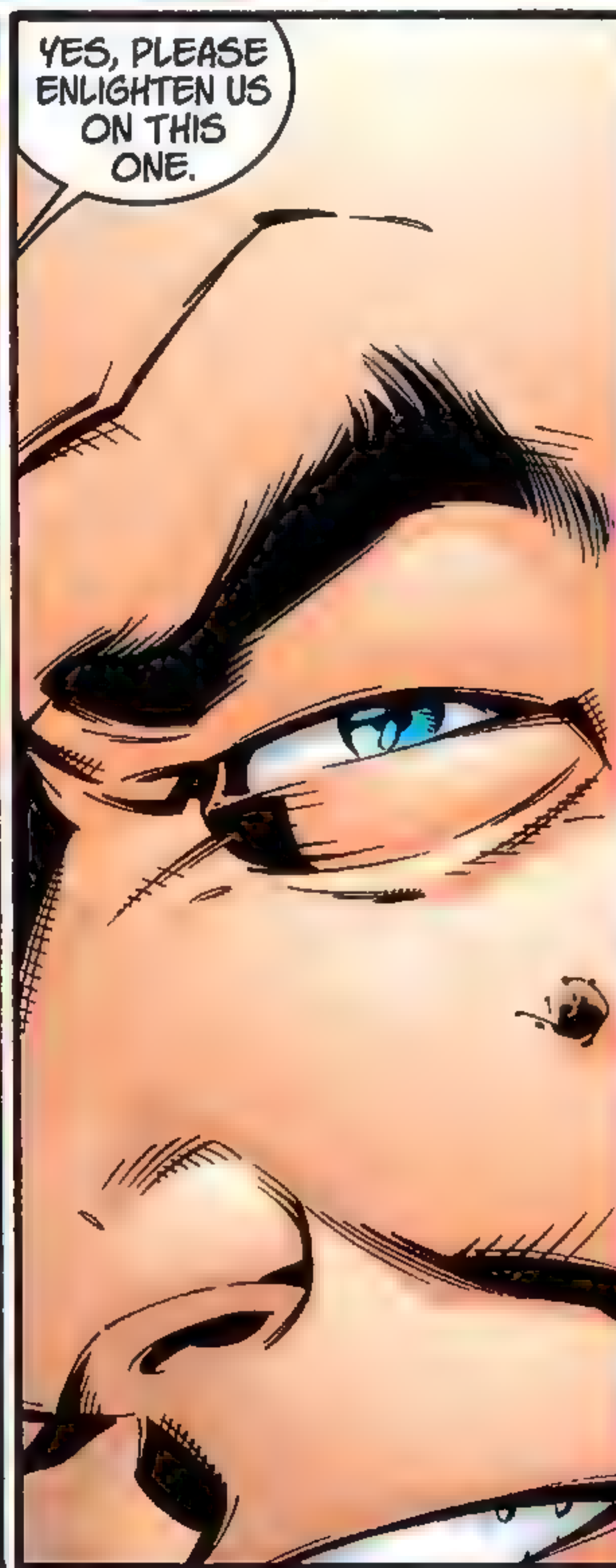


LET'S
PICK UP THE
HOSPITAL
TAB.

AND
SEND A
NICE FRUIT
BASKET.



WHY?



YES, PLEASE
ENLIGHTEN US
ON THIS
ONE.



I WANT TO
KEEP AN EYE ON
THAT BOY.



HE JUST
CAME HOME
AND PASSED
OUT.

WELL MAY,
HE HAD A DAY,
IS ALL.



THE DOCTORS SAID HIS
BLOOD IS NORMAL AND THAT
THE SPIDER'S VENOM ISN'T
TOXIC IN ANY WAY.

HE SAID
IT'LL BE SWOLLEN
FOR ABOUT A WEEK
AND THAT'S IT AND
THAT'S THAT.

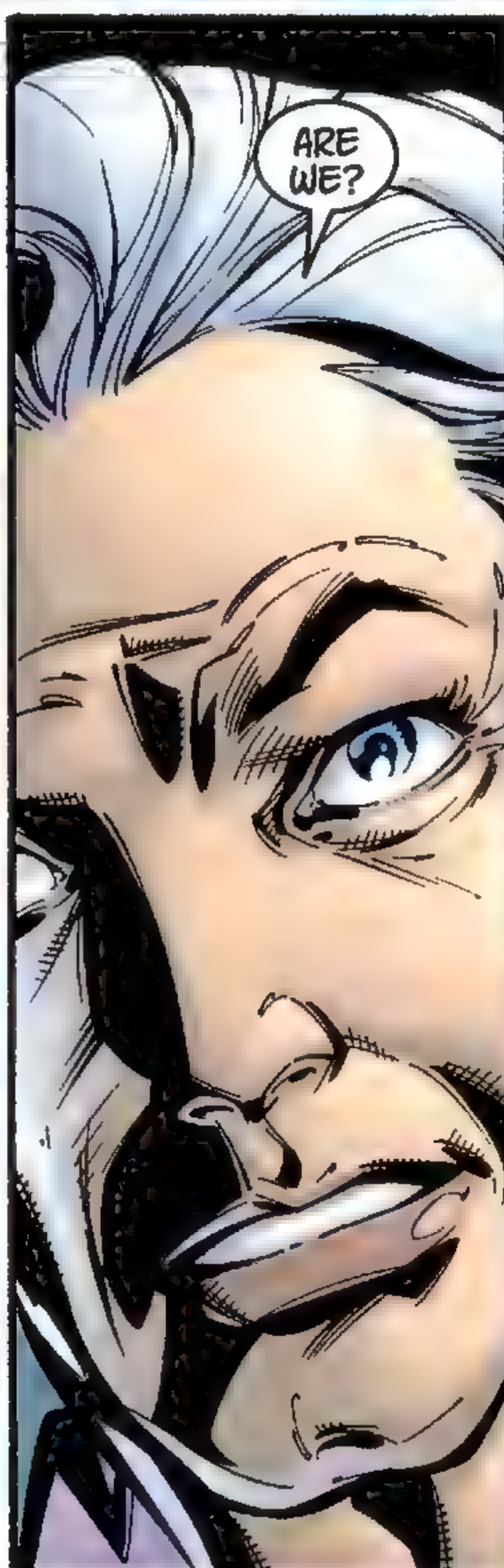
YEAH, I
GOT BIT BY ONE IN
THAT COMMUNE THE
SUMMER BEFORE I
MET YOU.



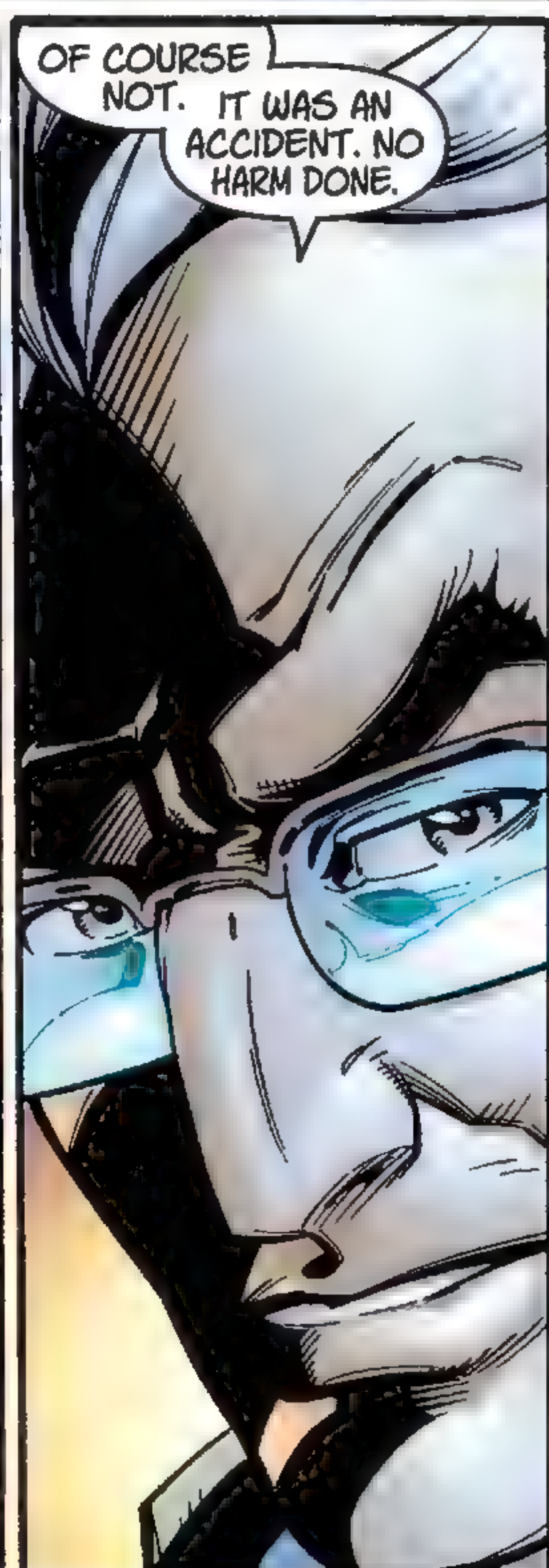
THE OSBORN PEOPLE PICKED UP
THE HOSPITAL BILL AND SENT
A HUGE BASKET.

OF
COURSE THEY
DID.

THEY THINK
WE'RE GOING TO
SUE THE PANTS
OFF THEM.



ARE
WE?



OF COURSE
NOT. IT WAS AN
ACCIDENT. NO
HARM DONE.

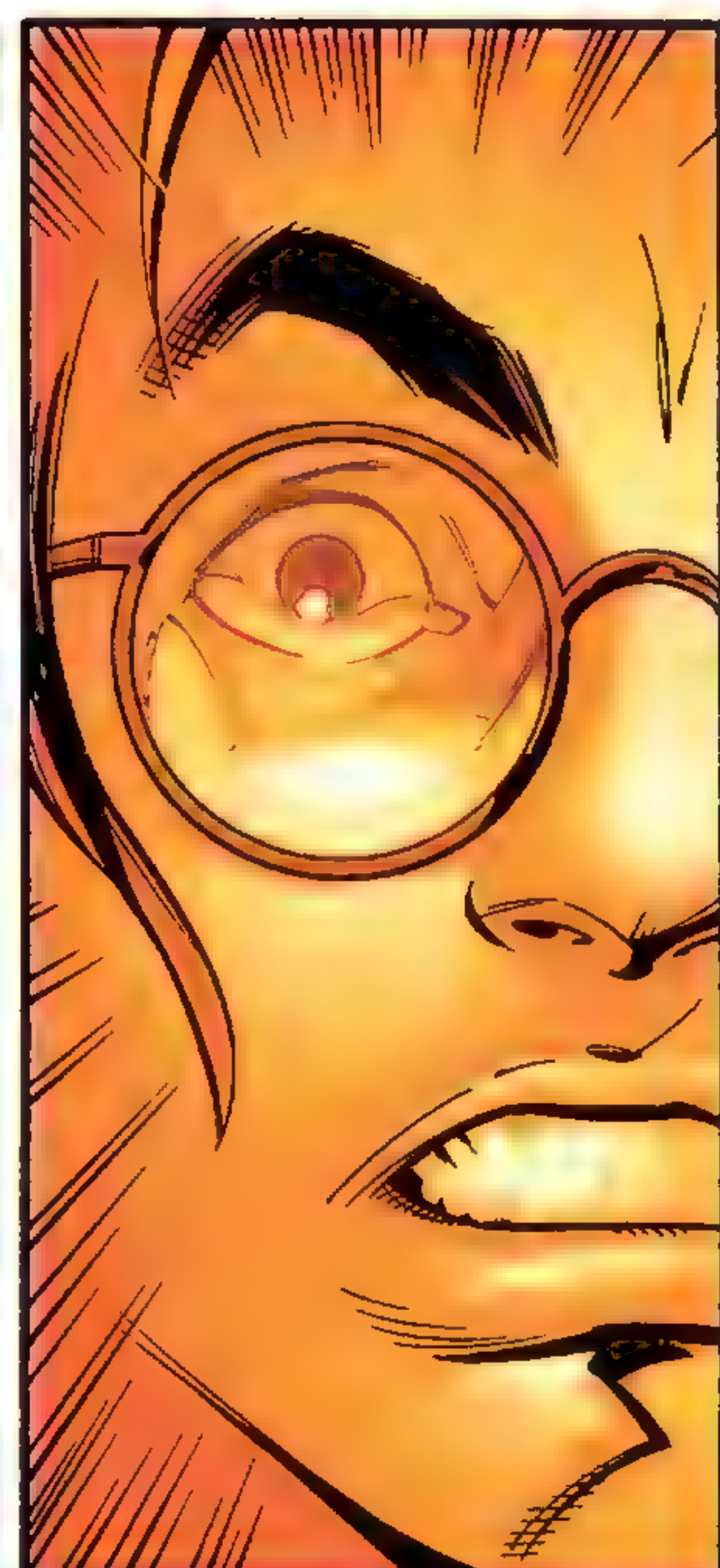
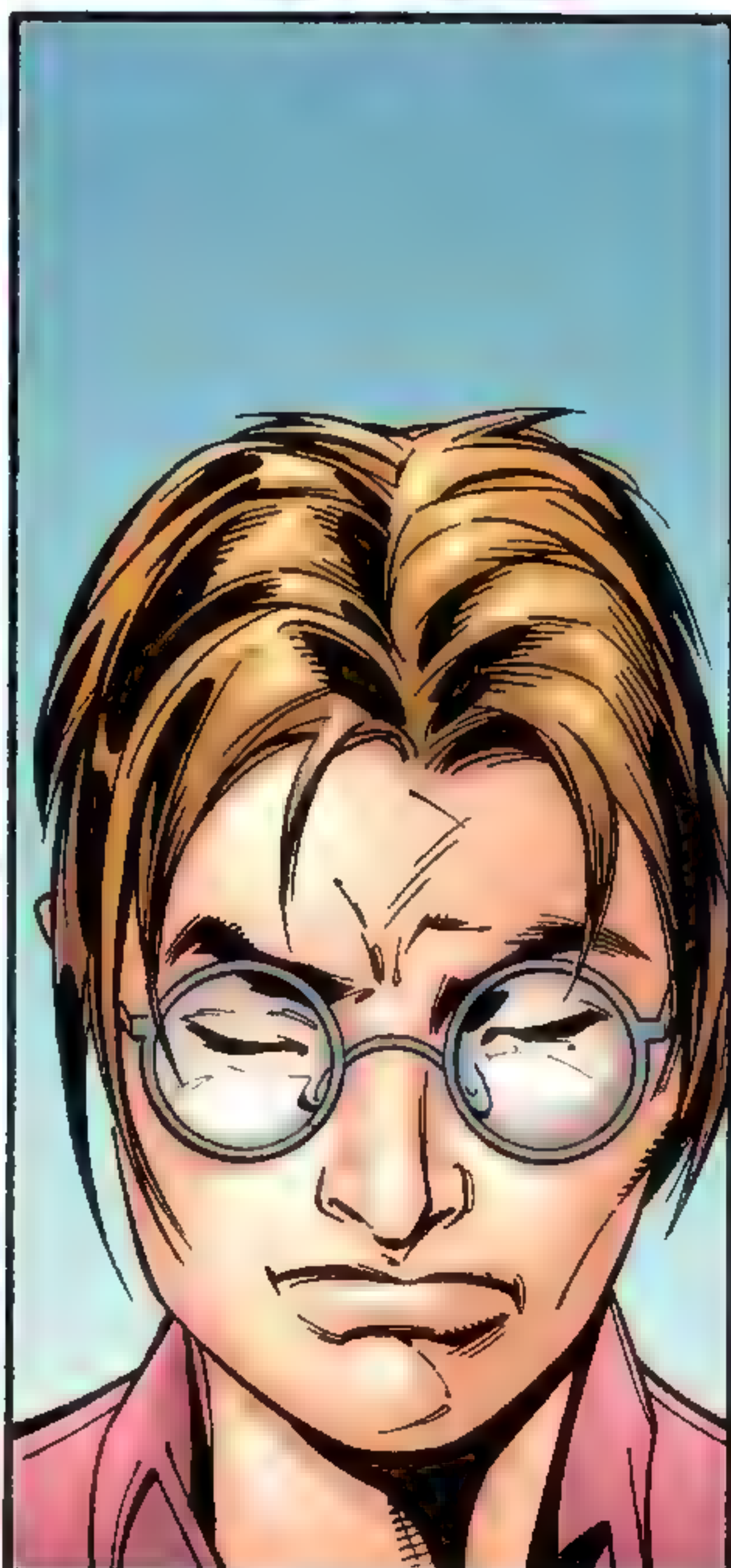
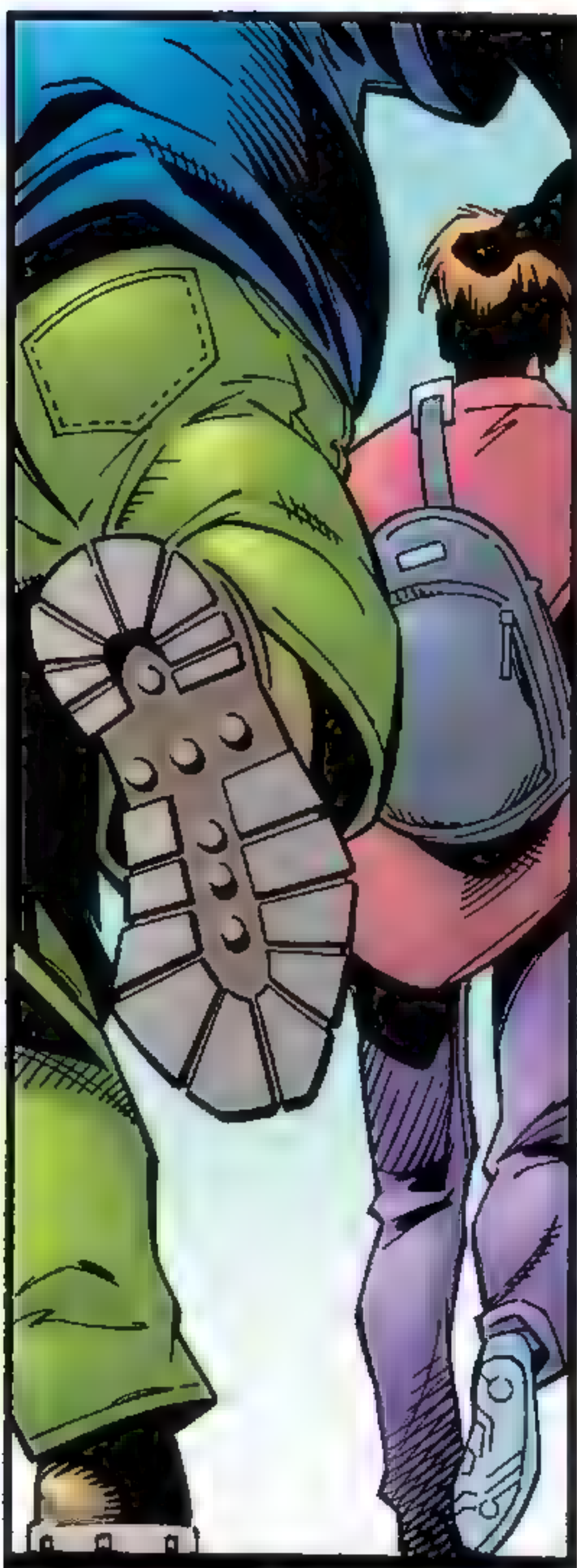
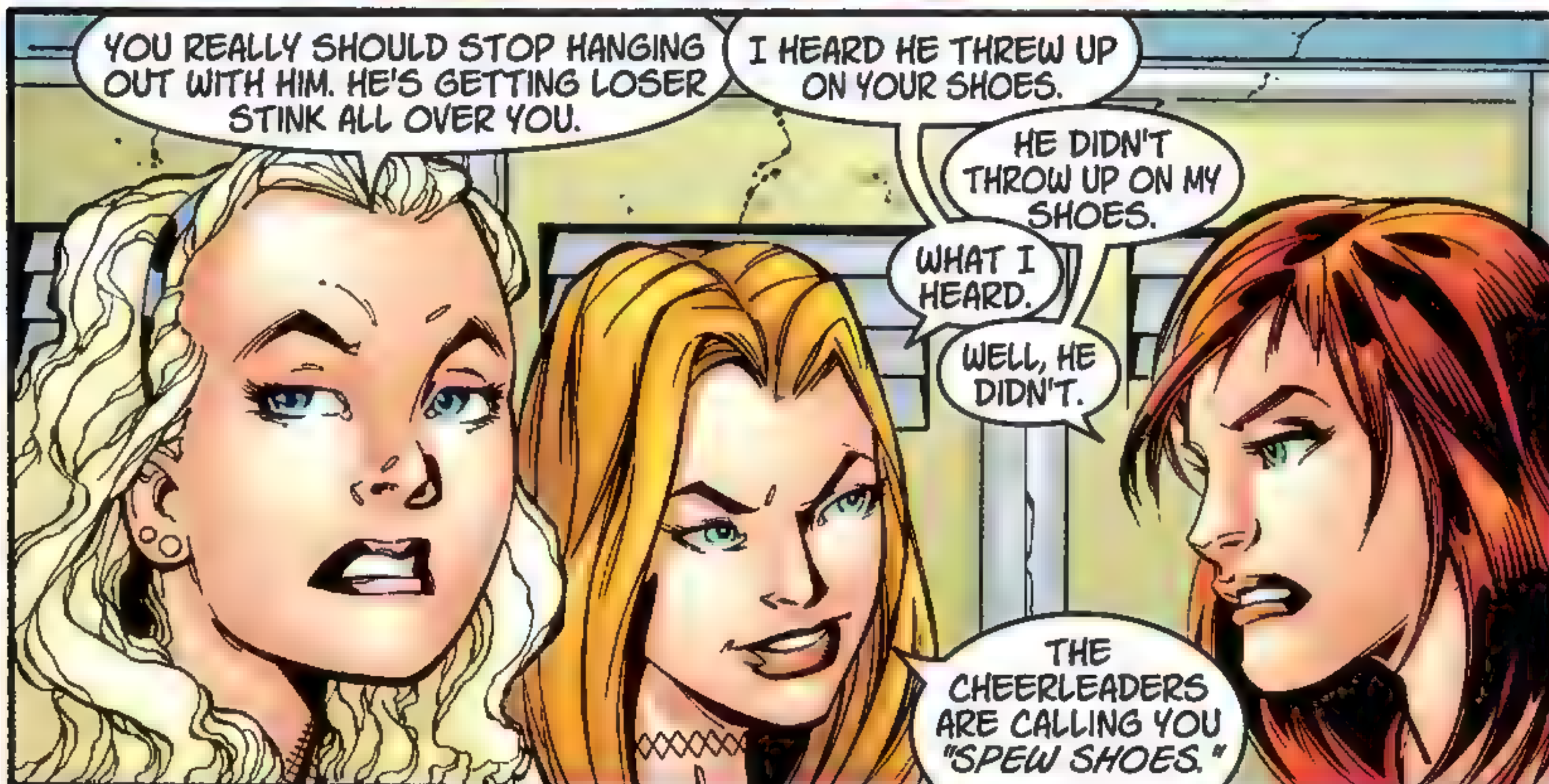


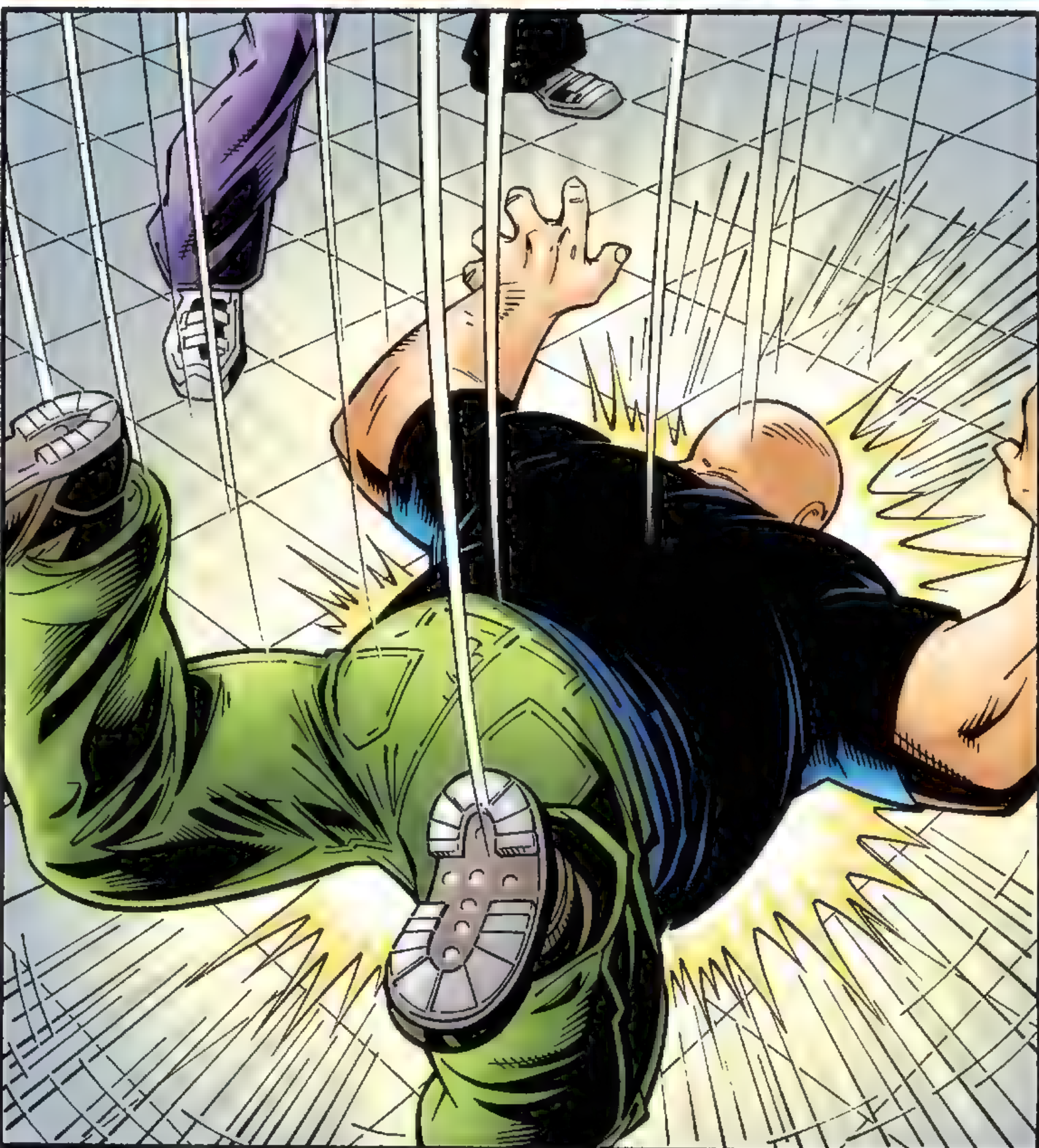
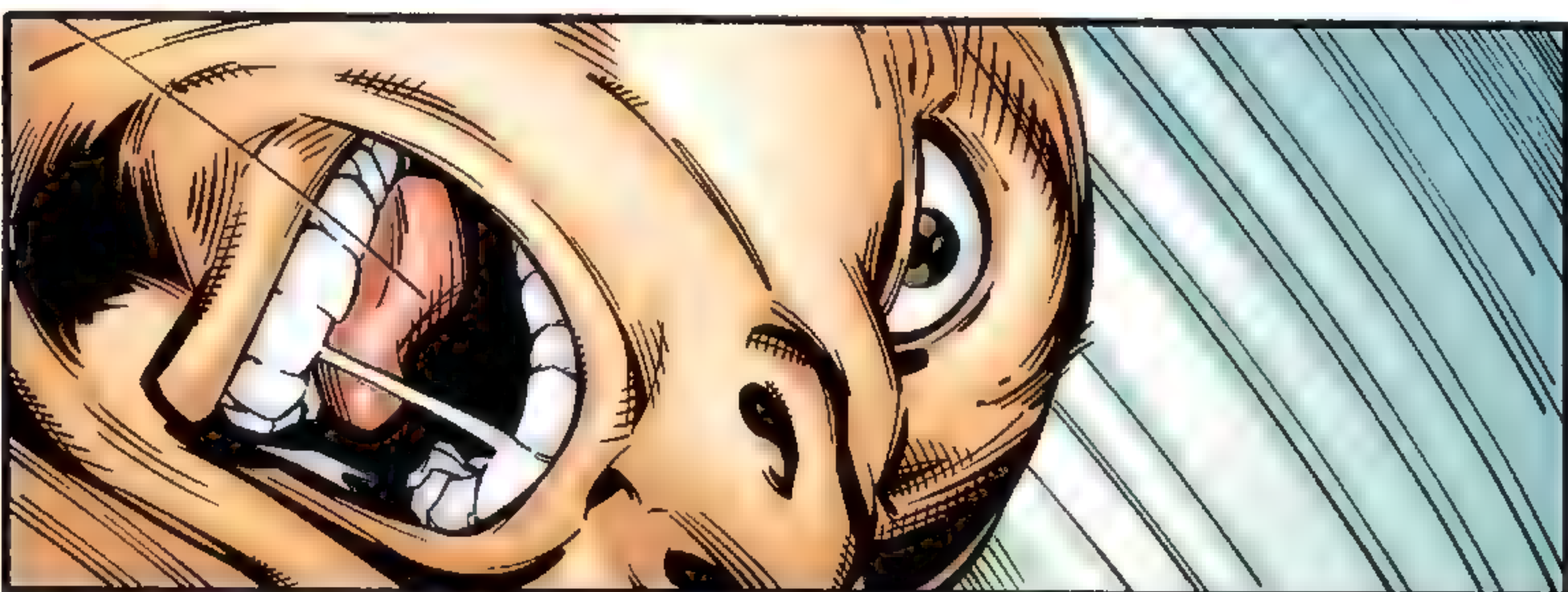
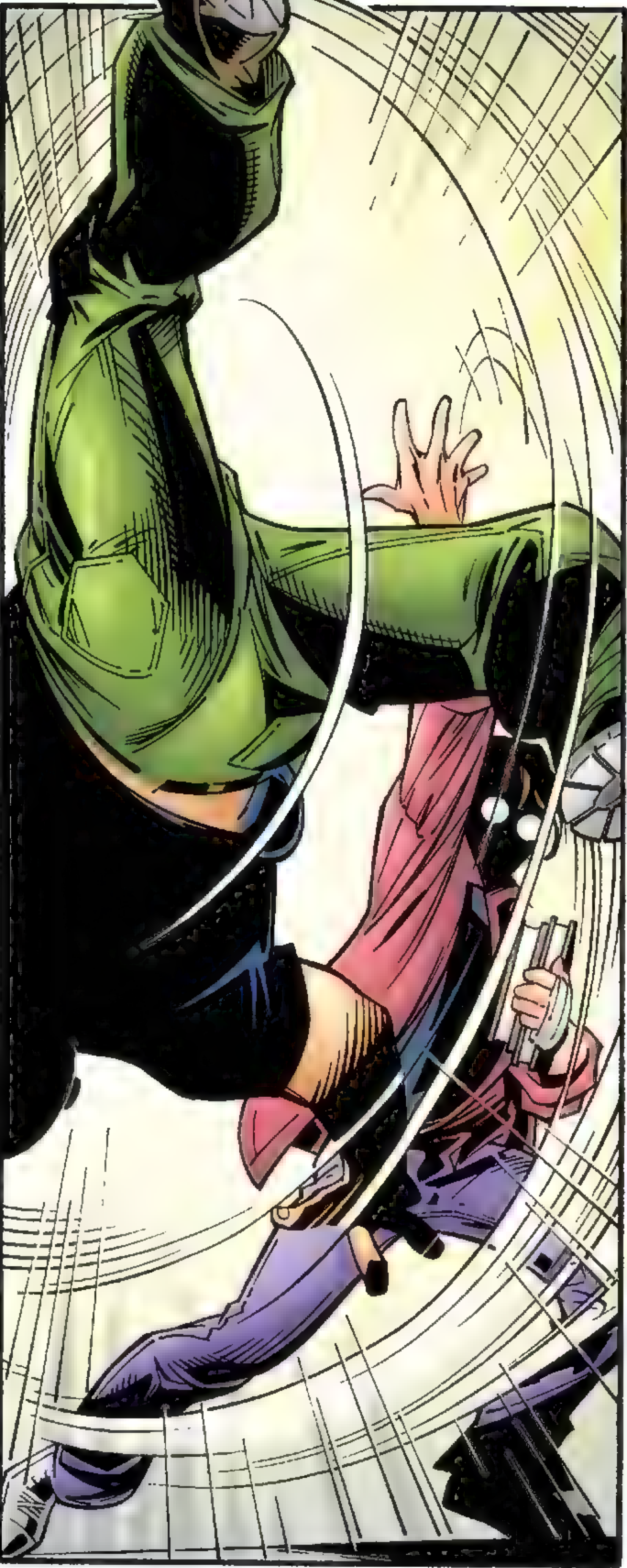
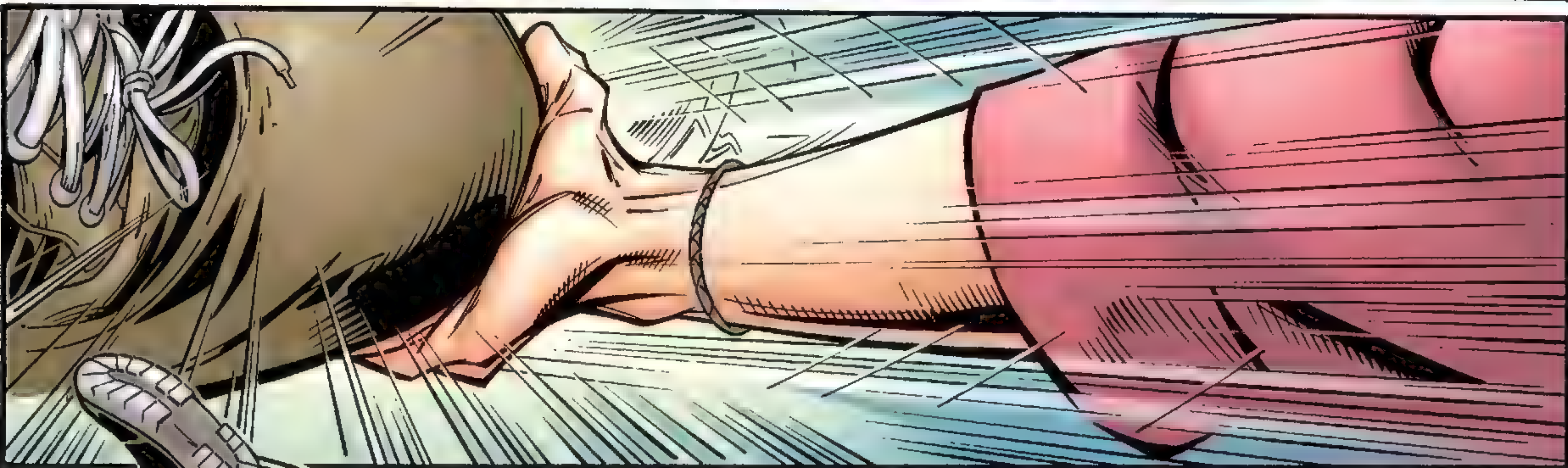
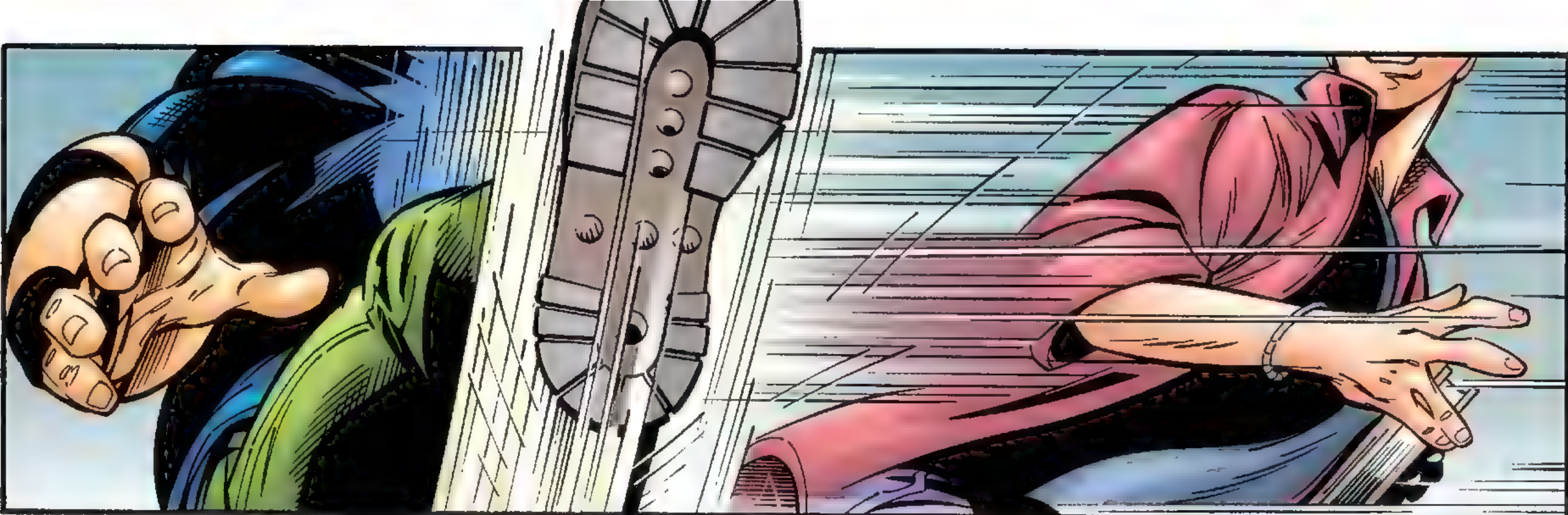
AND, YOU
KNOW, THERE'S
HARRY -- MR. SLICK --
HE'S A PAL TO
PETER. MAYBE HIS
ONLY ONE.

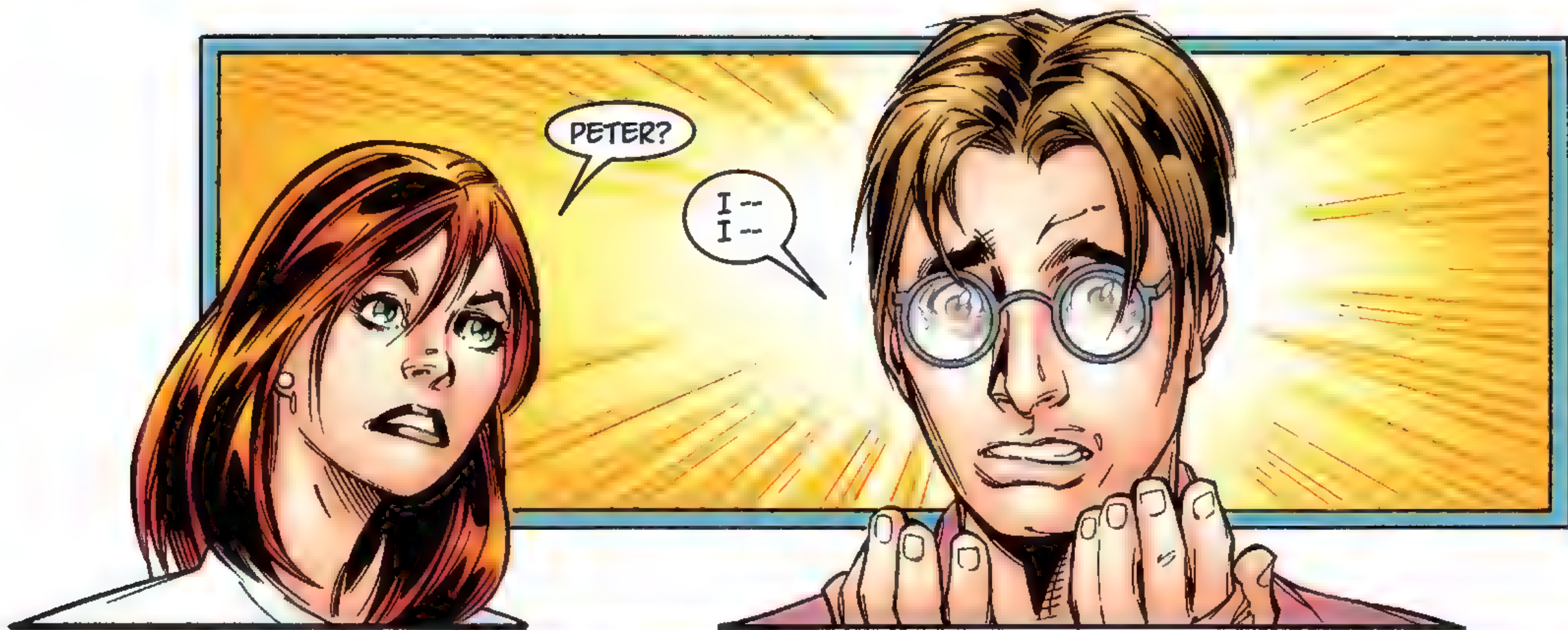
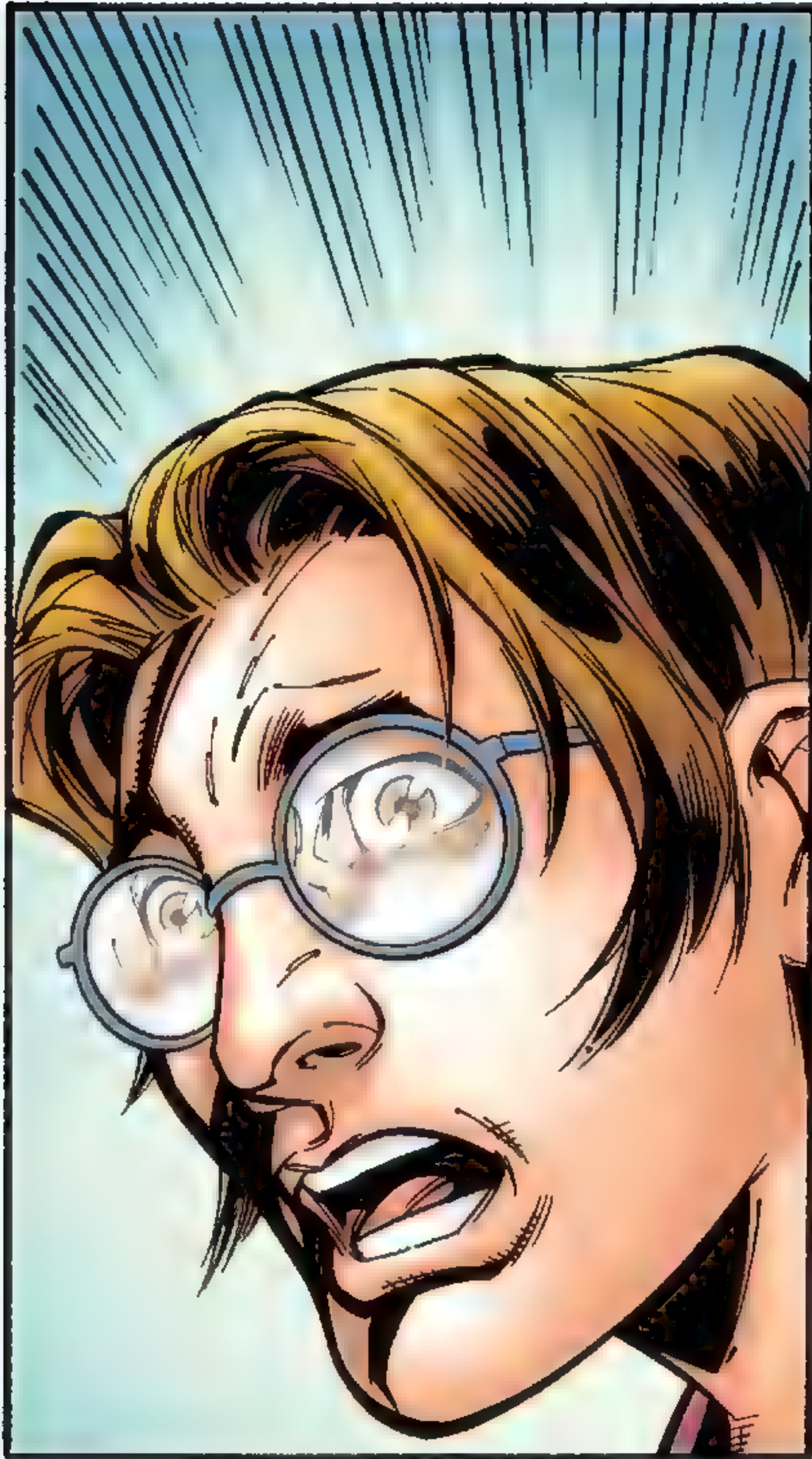
WE'RE
GOING TO
RUIN THE KID'S
FRIENDSHIP FOR A
COUPLE OF BUCKS
FROM HIS OLD
MAN?

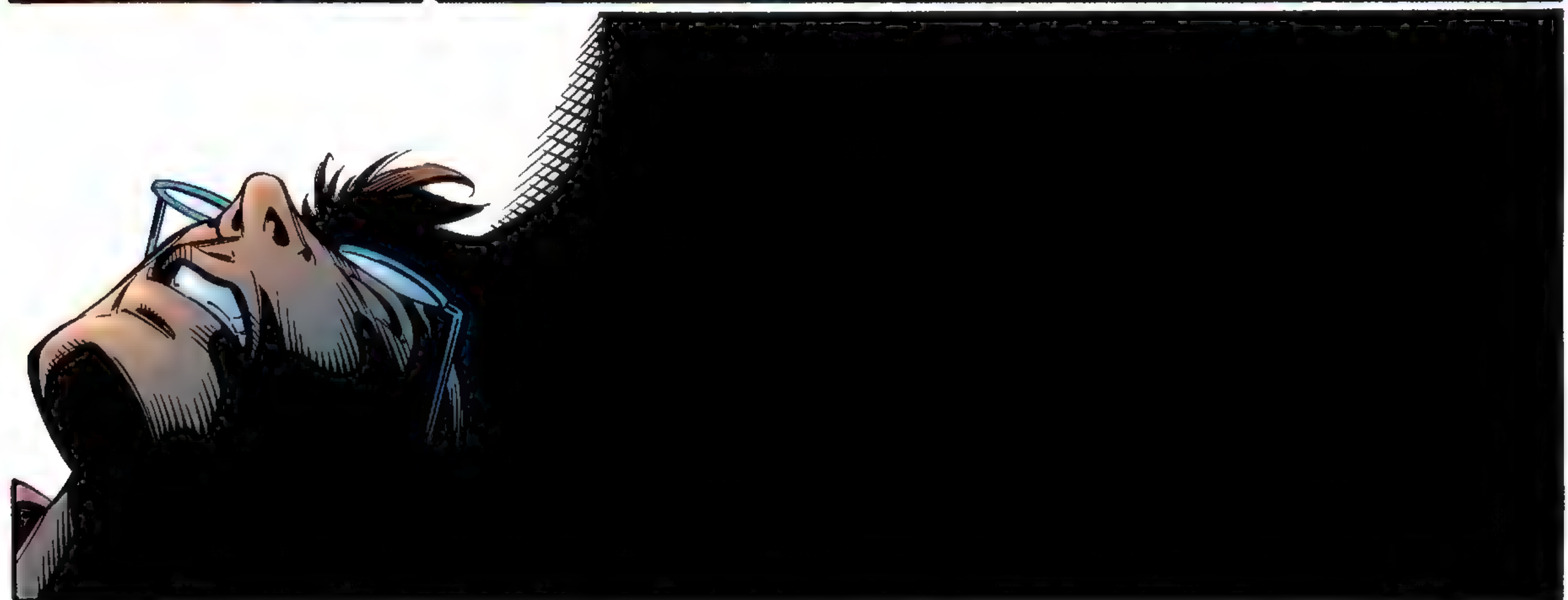


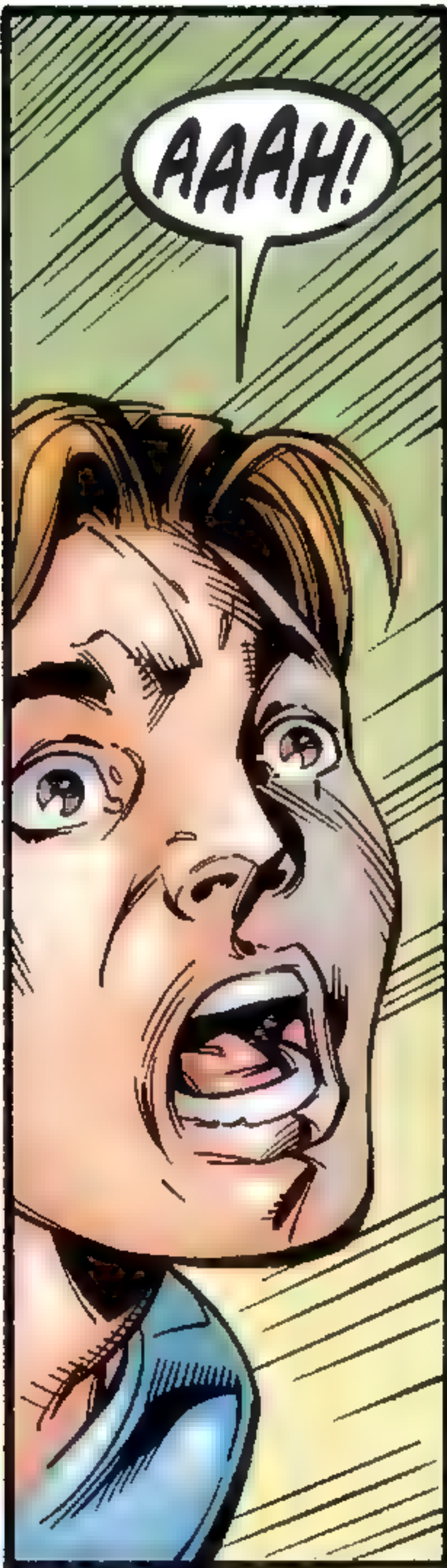
NO. NO,
IT'S BACK TO
NORMAL FOR
US.



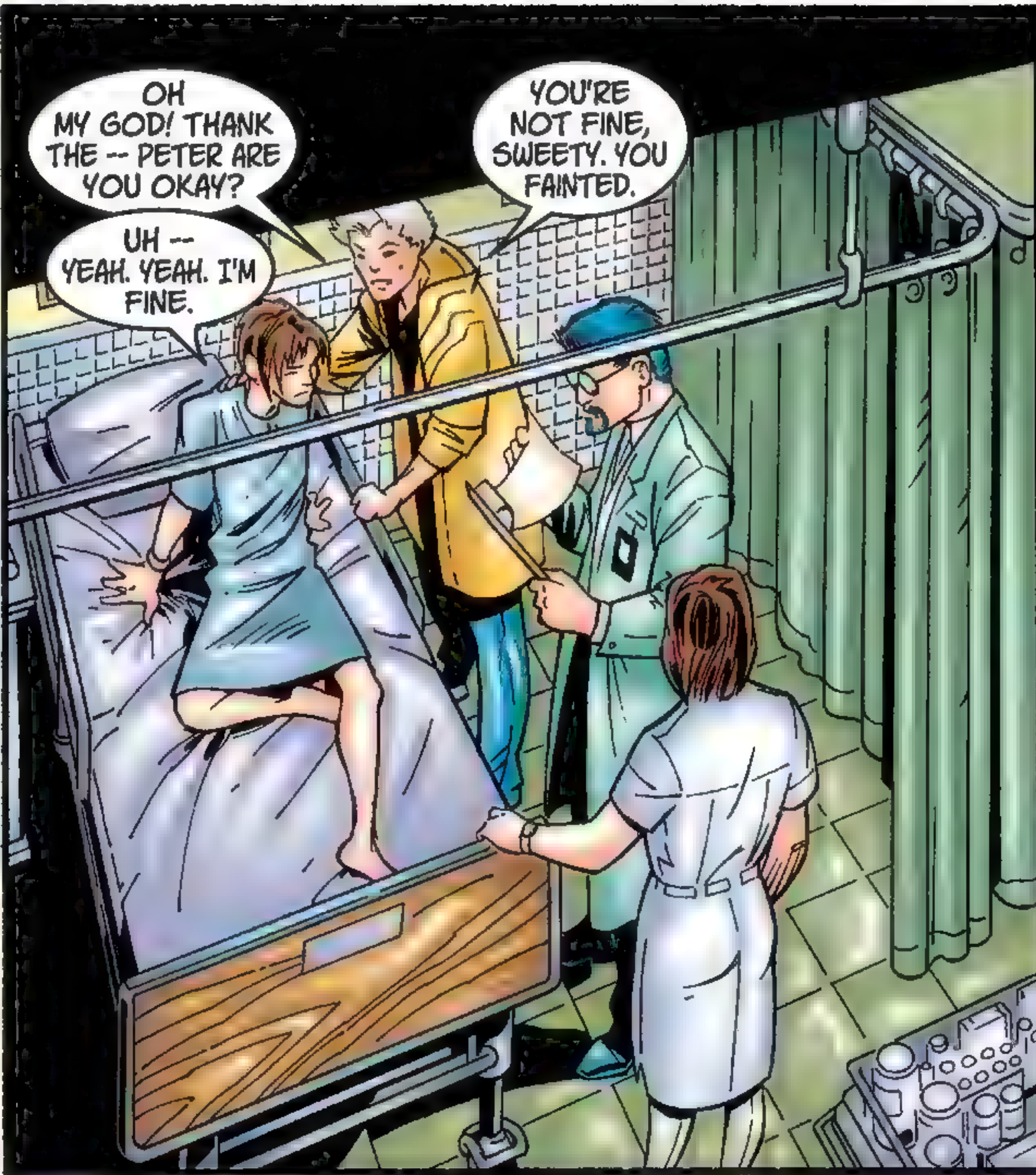








AAAAH!



OH MY GOD! THANK THE -- PETER ARE YOU OKAY?

UH -- YEAH. YEAH. I'M FINE.

YOU'RE NOT FINE, SWEET. YOU FAINTED.



HOW MANY FINGERS AM I HOLDING UP, SON?

THREE.

ANY DIZZINESS? BLURRED VISION? NAUSEA?

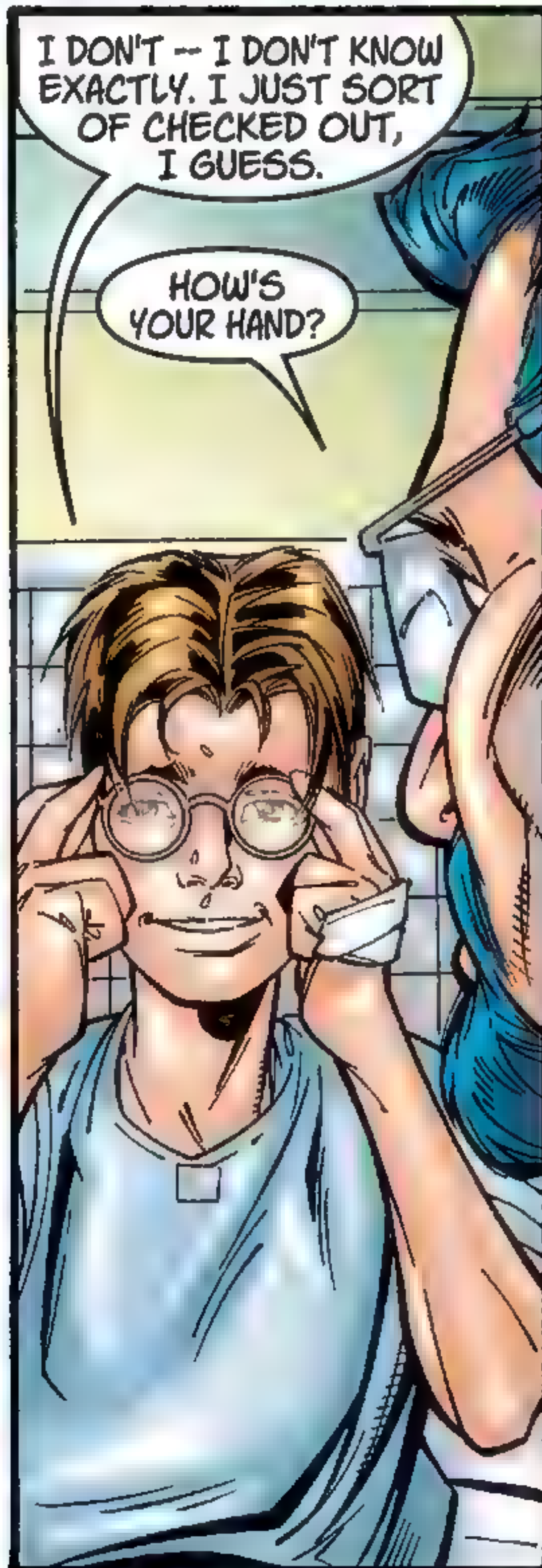


NO. I'M THIRSTY, THOUGH. I'M REALLY THIRSTY.

NURSE?

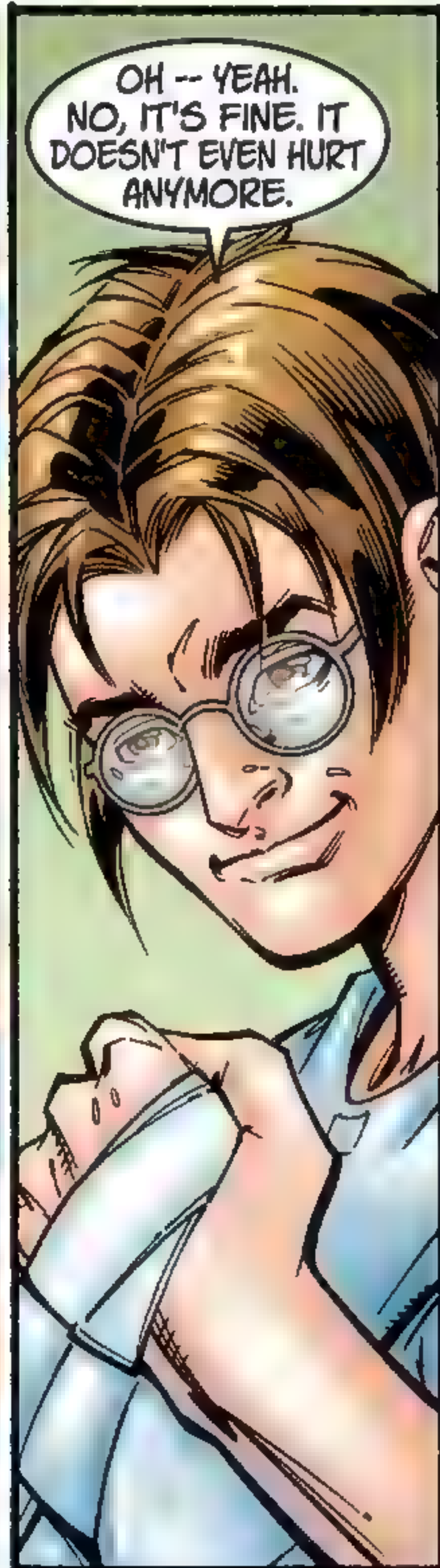
YES, DOCTOR.

SO, WHAT HAPPENED BACK AT THE SCHOOL PETER?

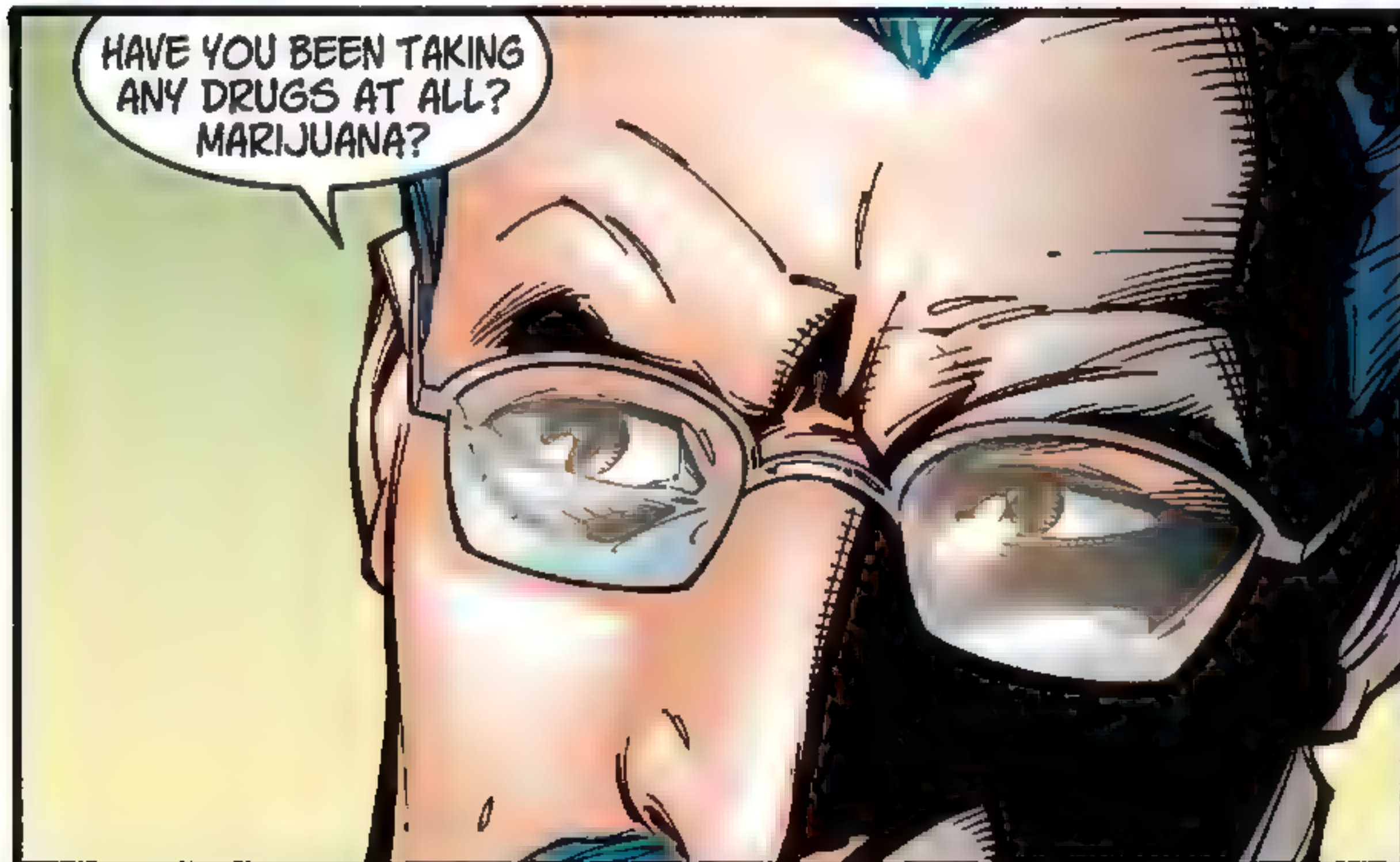


I DON'T -- I DON'T KNOW EXACTLY. I JUST SORT OF CHECKED OUT, I GUESS.

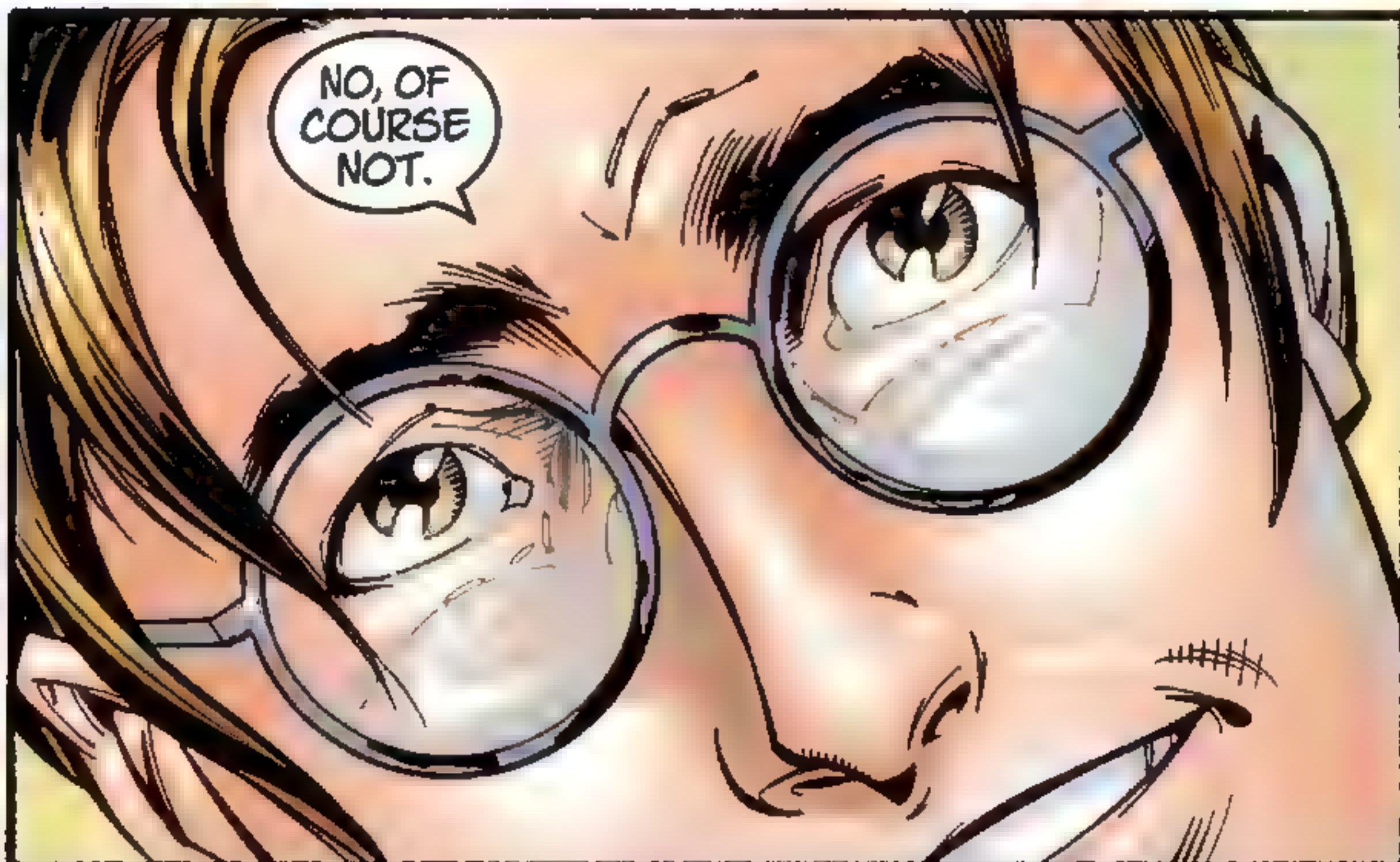
HOW'S YOUR HAND?



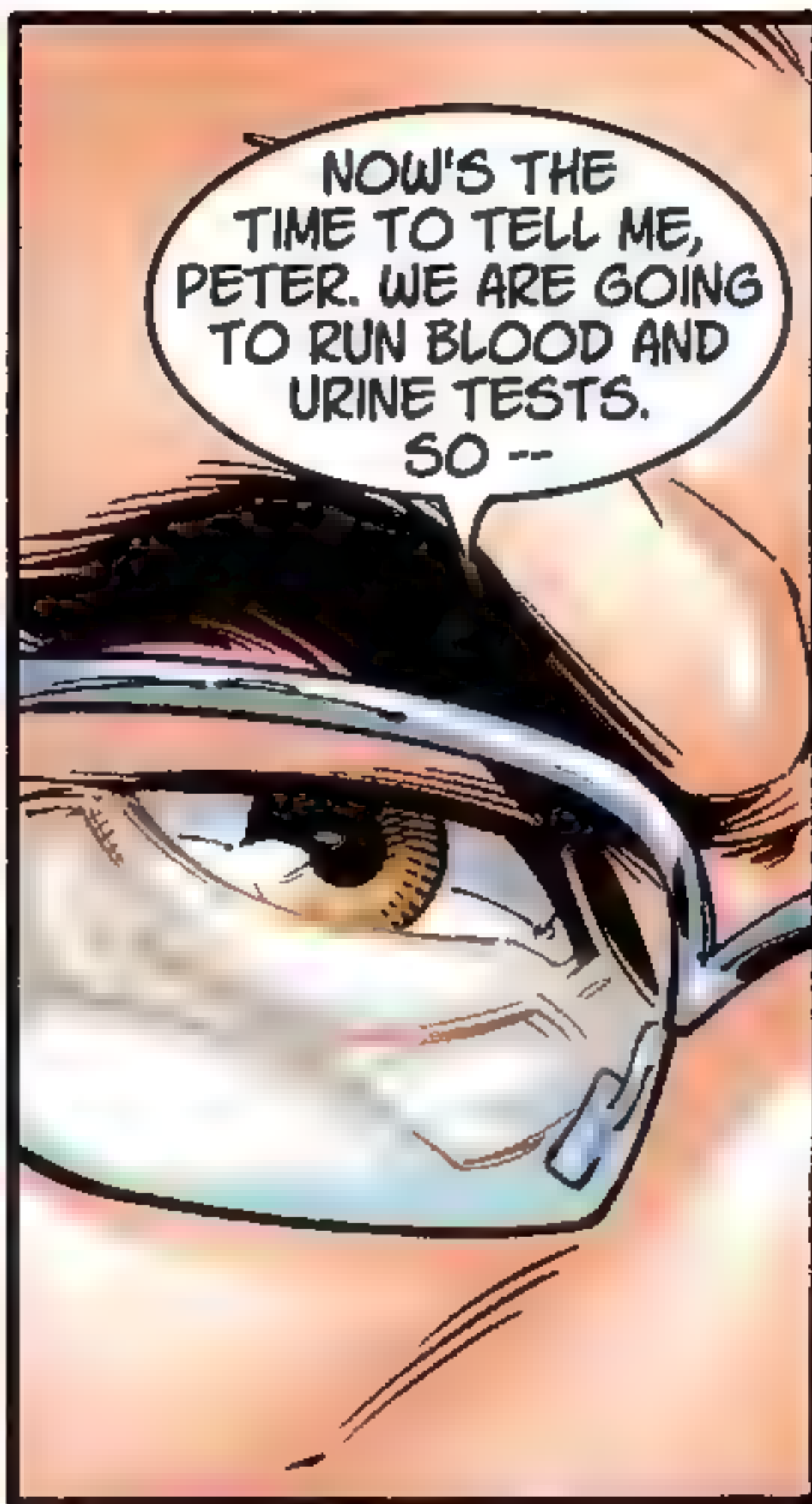
OH -- YEAH. NO, IT'S FINE. IT DOESN'T EVEN HURT ANYMORE.



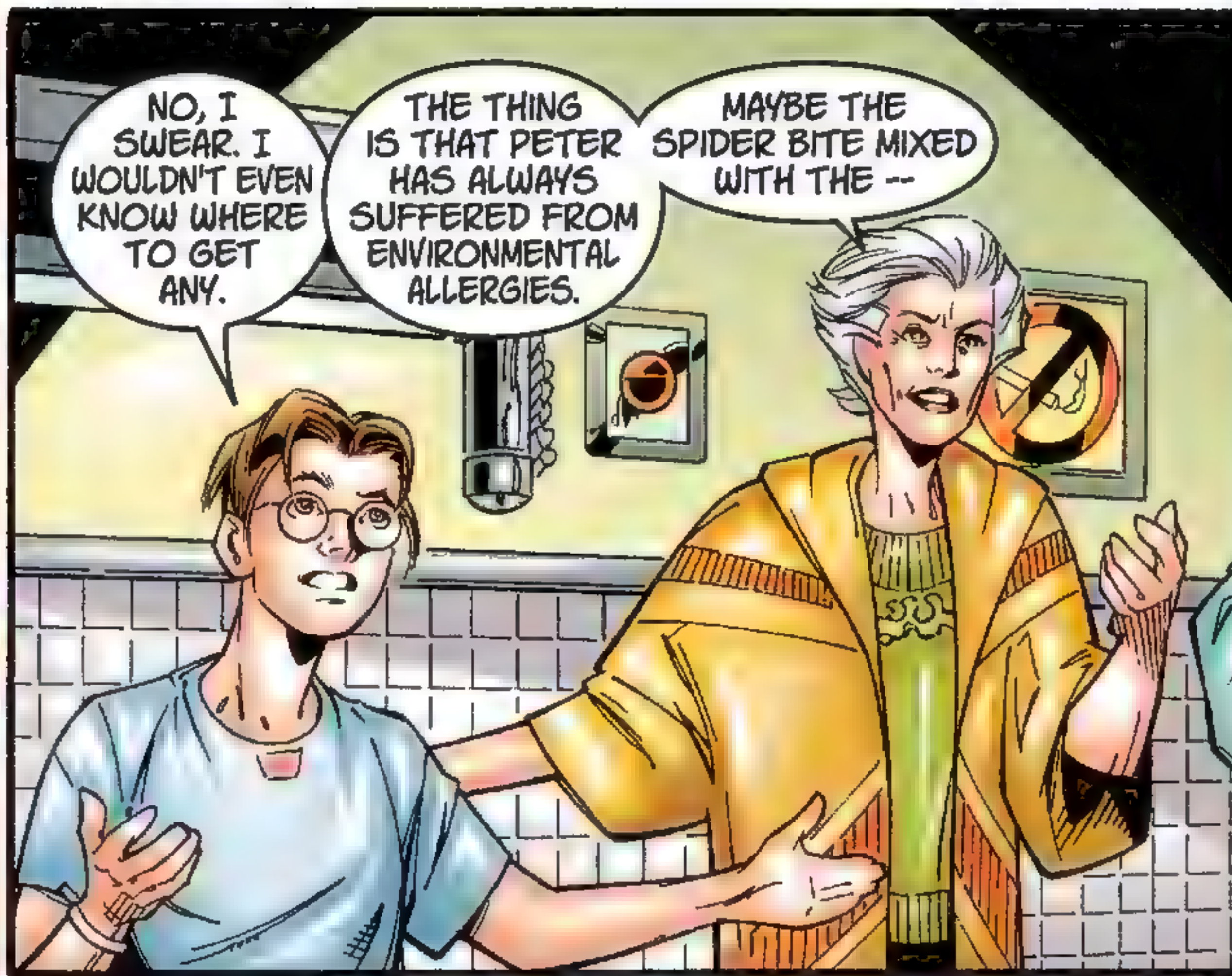
HAVE YOU BEEN TAKING ANY DRUGS AT ALL? MARIJUANA?



NO, OF COURSE NOT.



NOW'S THE TIME TO TELL ME, PETER. WE ARE GOING TO RUN BLOOD AND URINE TESTS. SO --



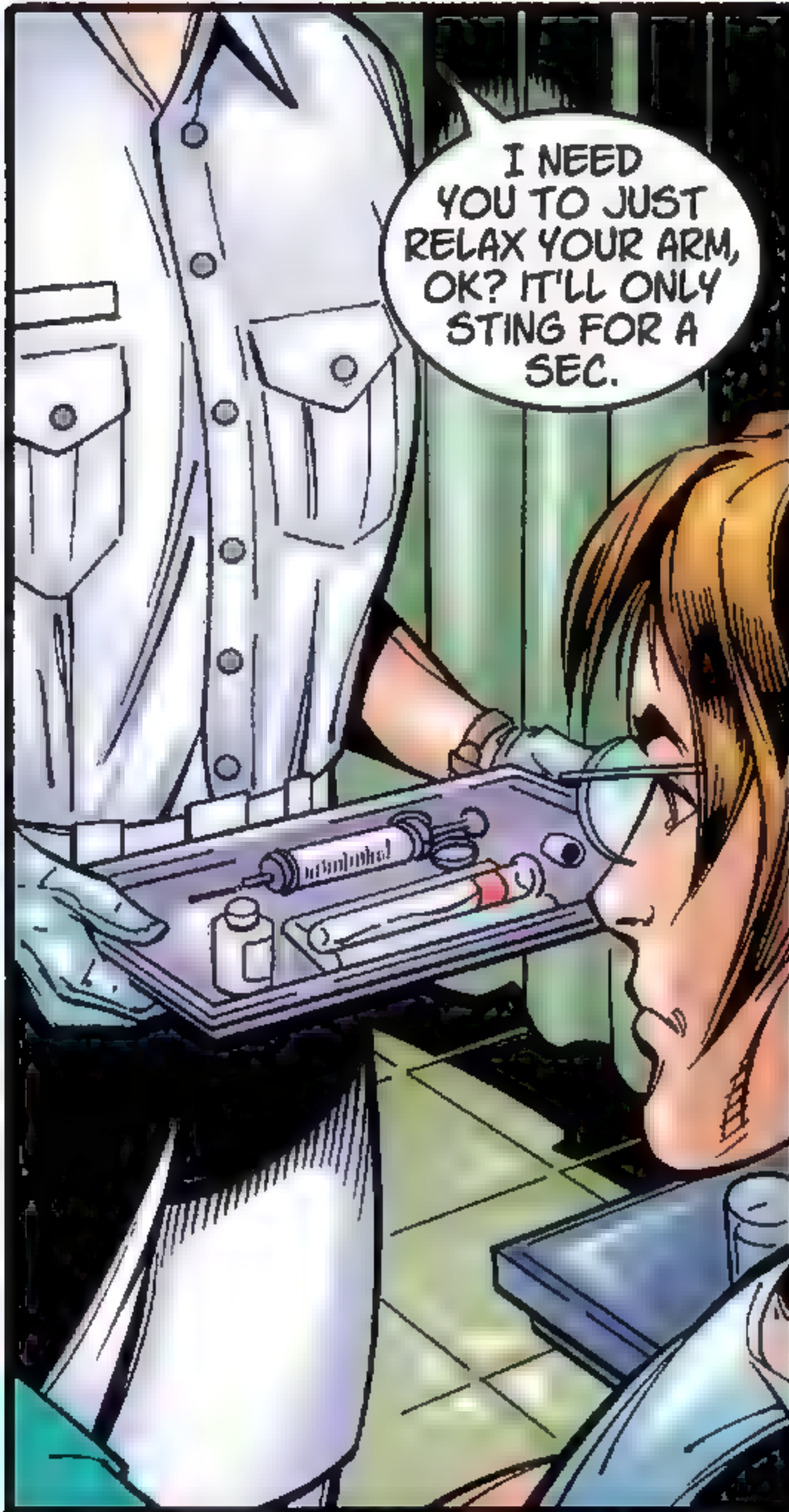
NO, I SWEAR. I WOULDN'T EVEN KNOW WHERE TO GET ANY.

THE THING IS THAT PETER HAS ALWAYS SUFFERED FROM ENVIRONMENTAL ALLERGIES.

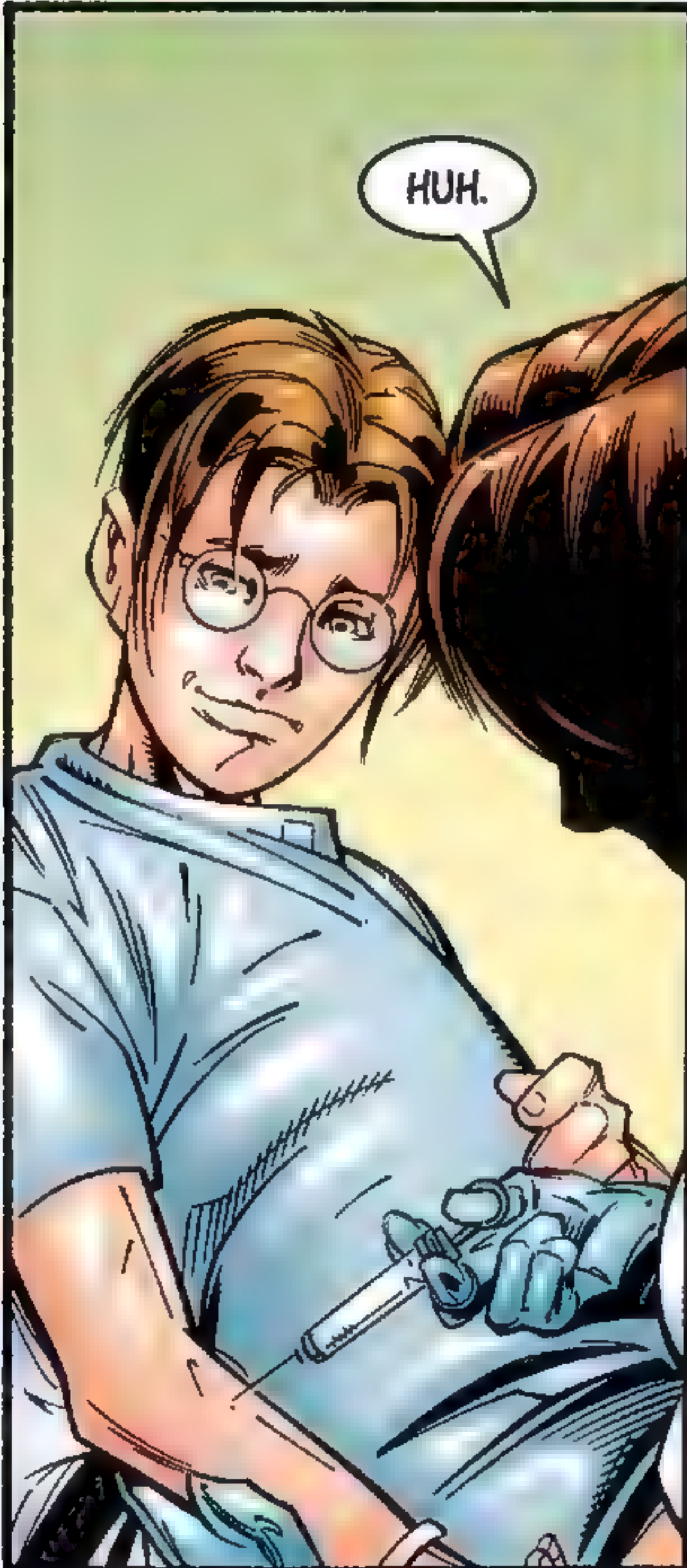
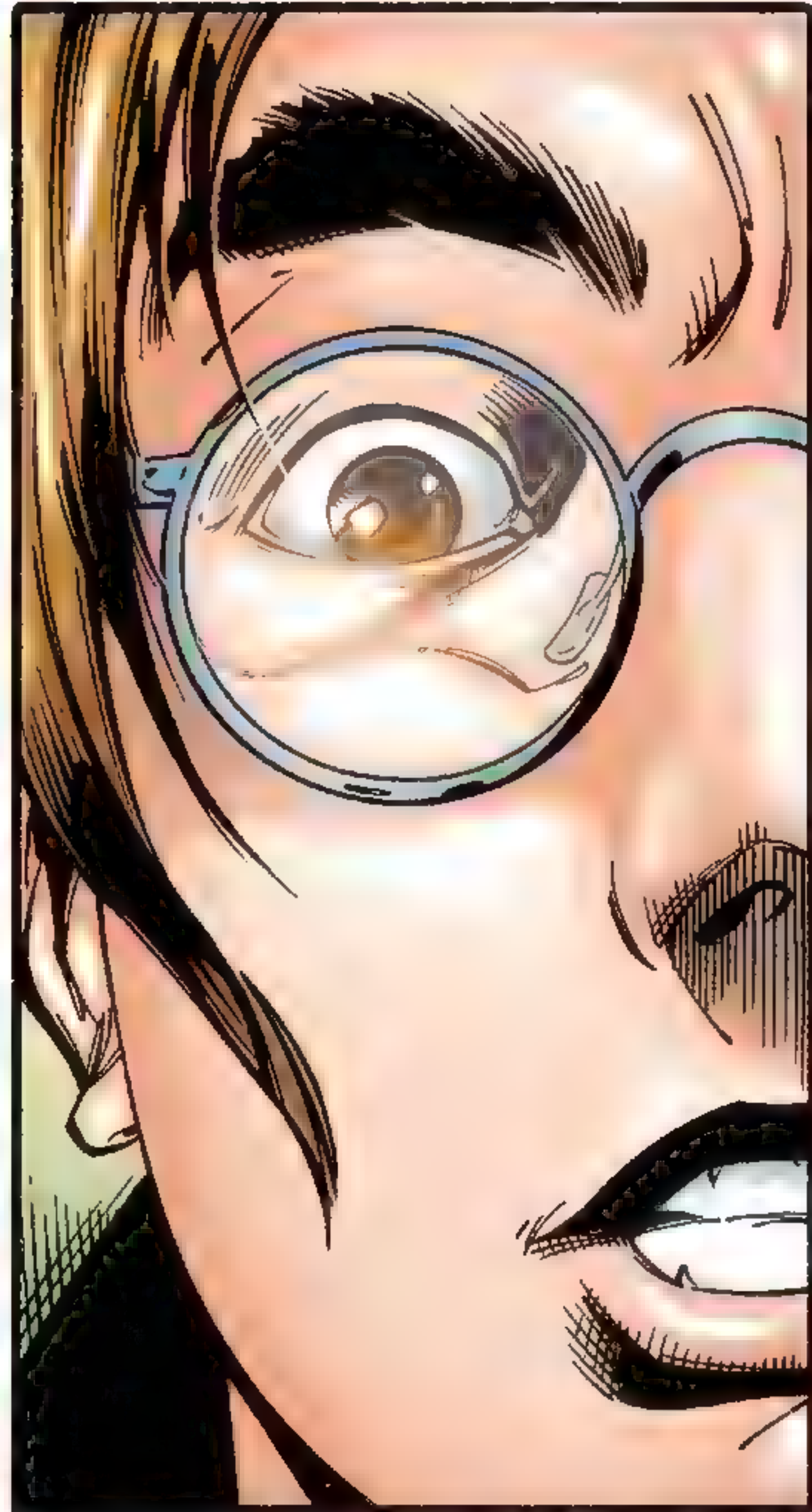
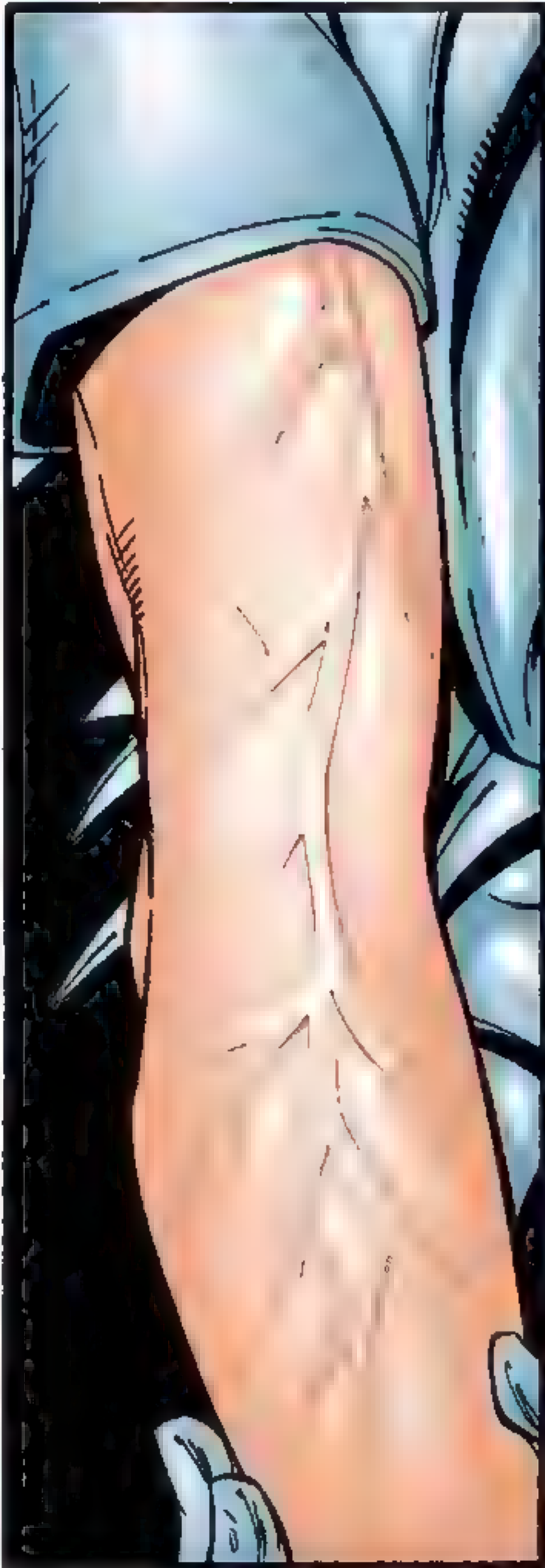
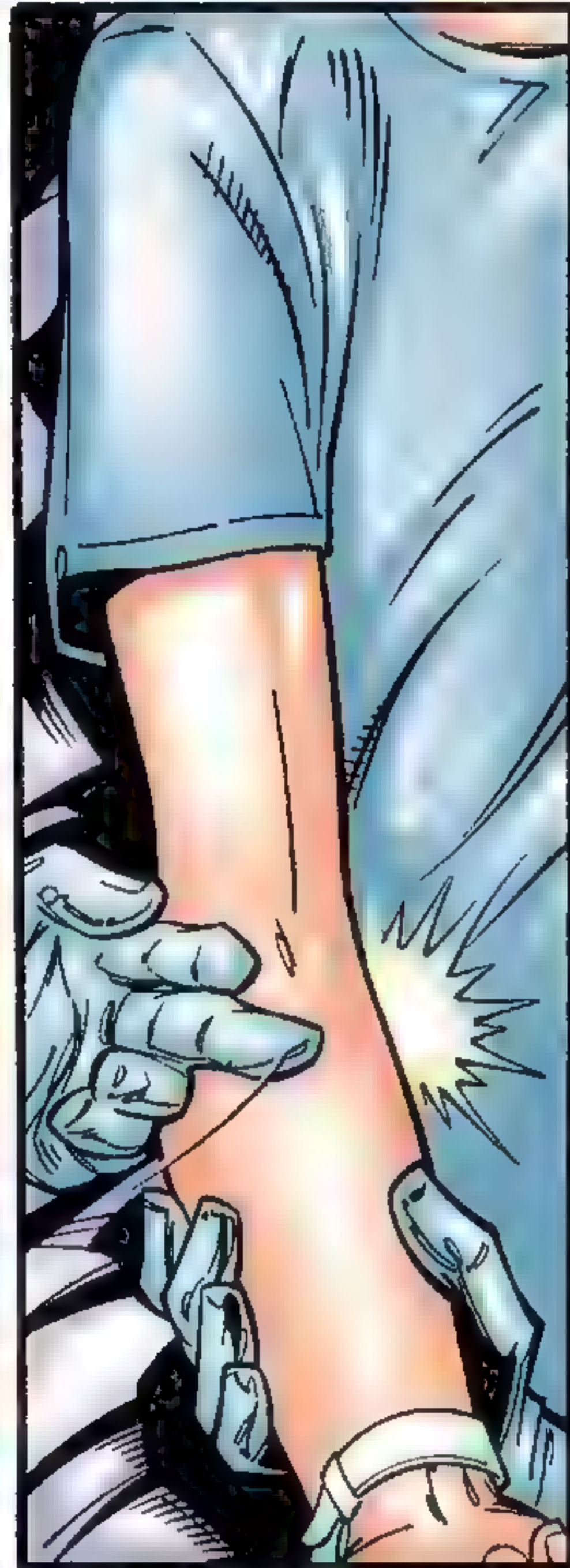
MAYBE THE SPIDER BITE MIXED WITH THE --



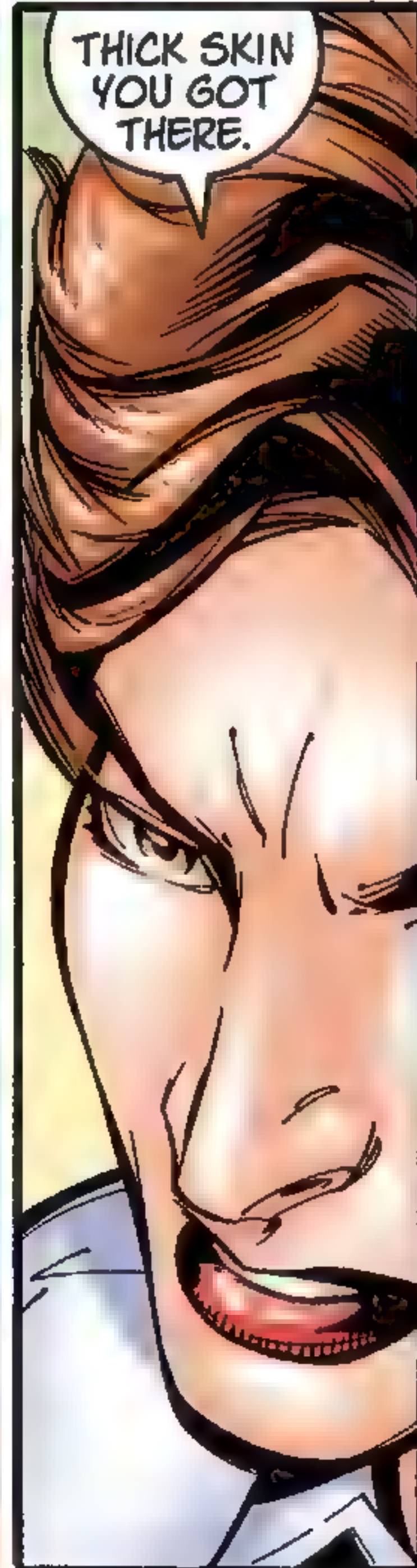
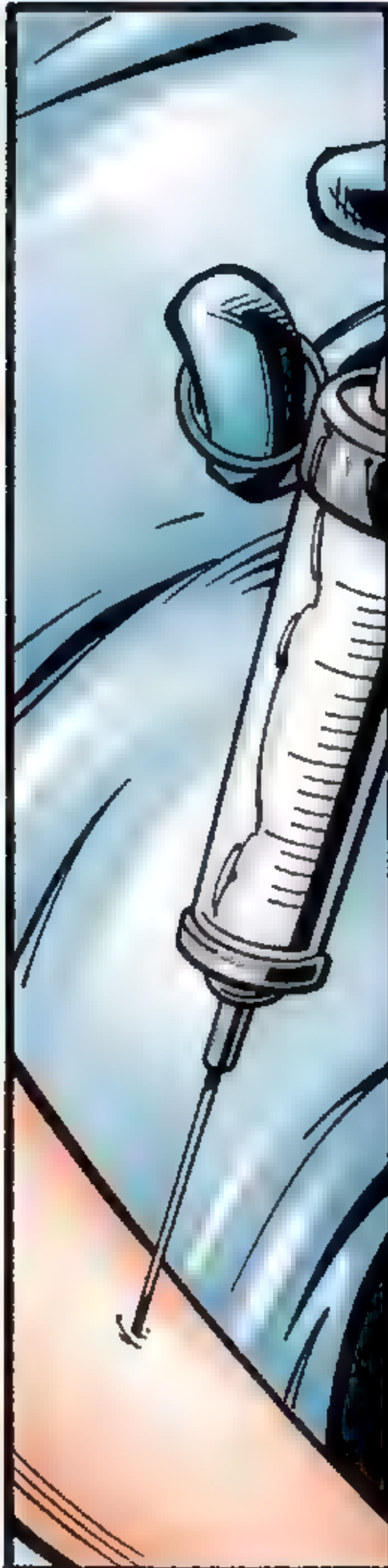
MAYBE -- WE'LL RUN A FULL BLOOD WORK AND SOME X-RAYS, MAKE SURE NOTHING GOT FRACTURED.



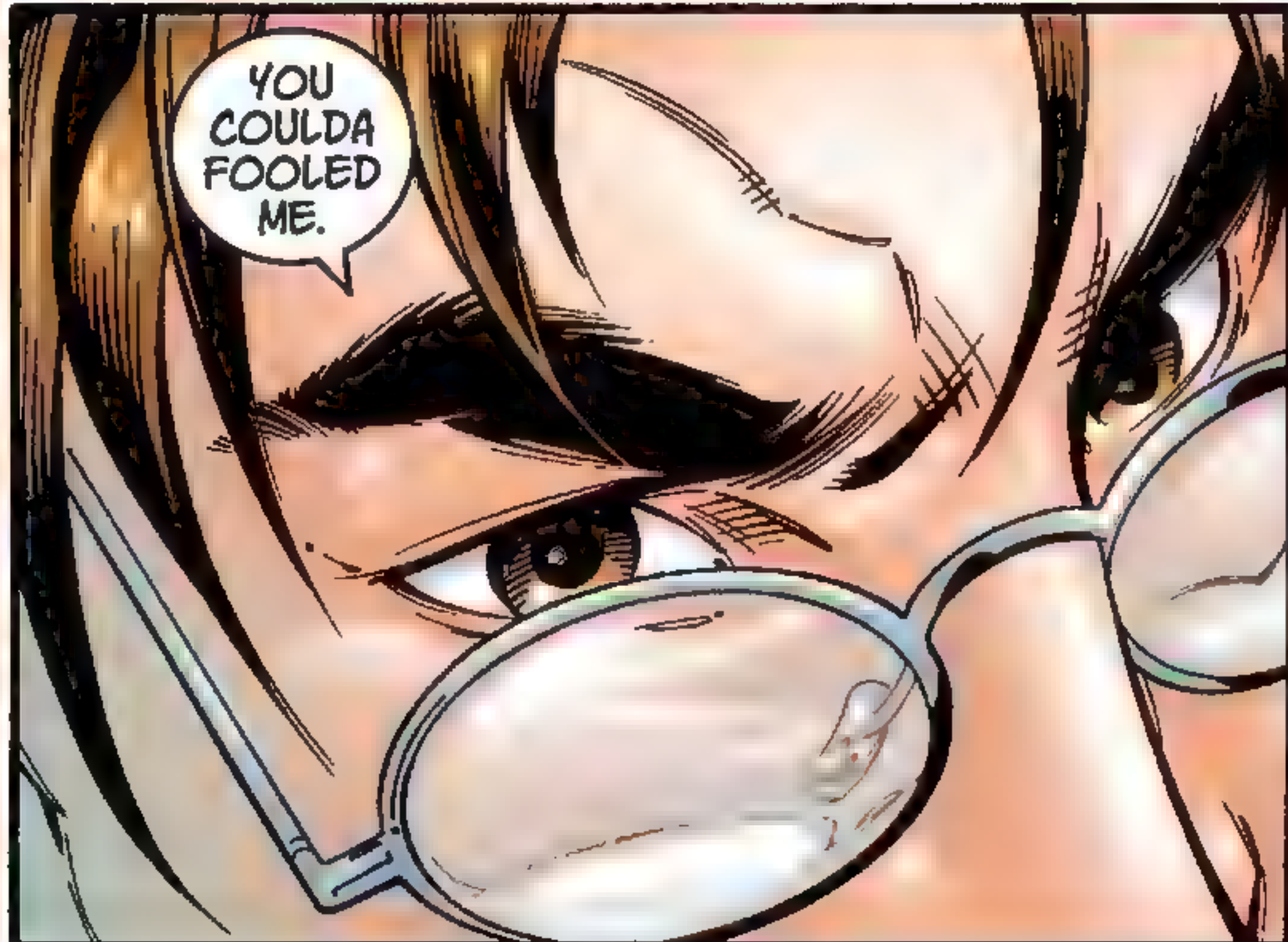
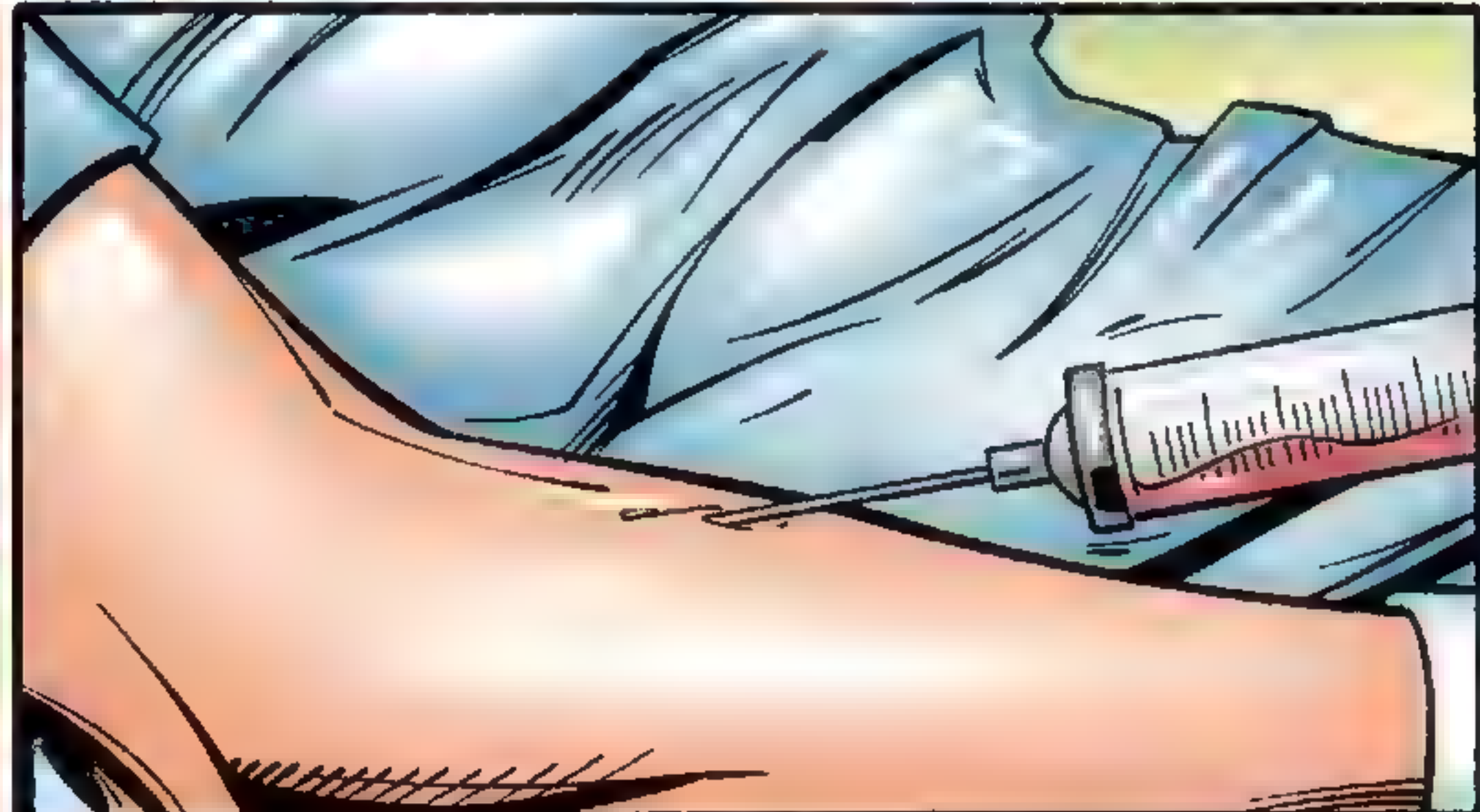
I NEED YOU TO JUST RELAX YOUR ARM, OK? IT'LL ONLY STING FOR A SEC.



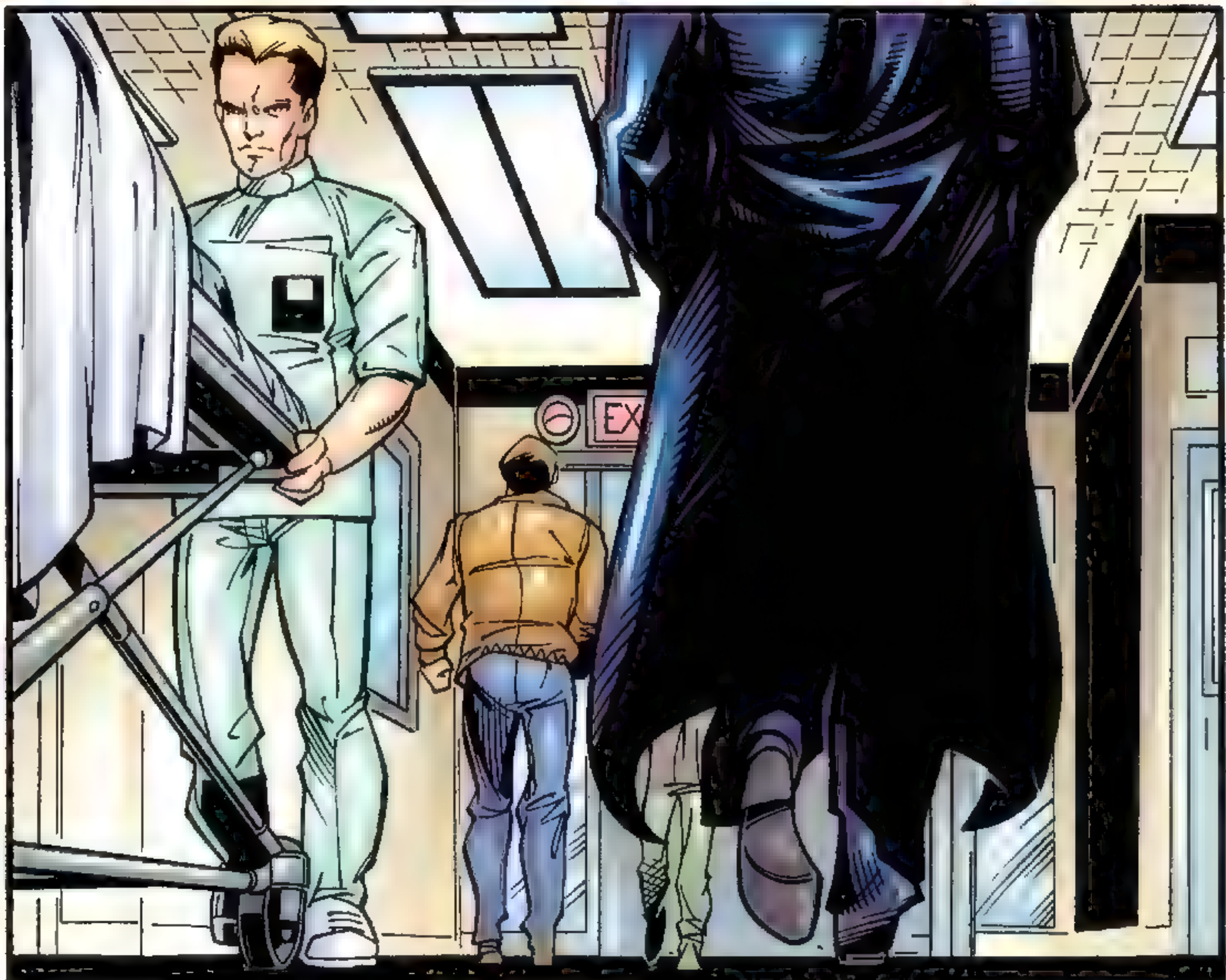
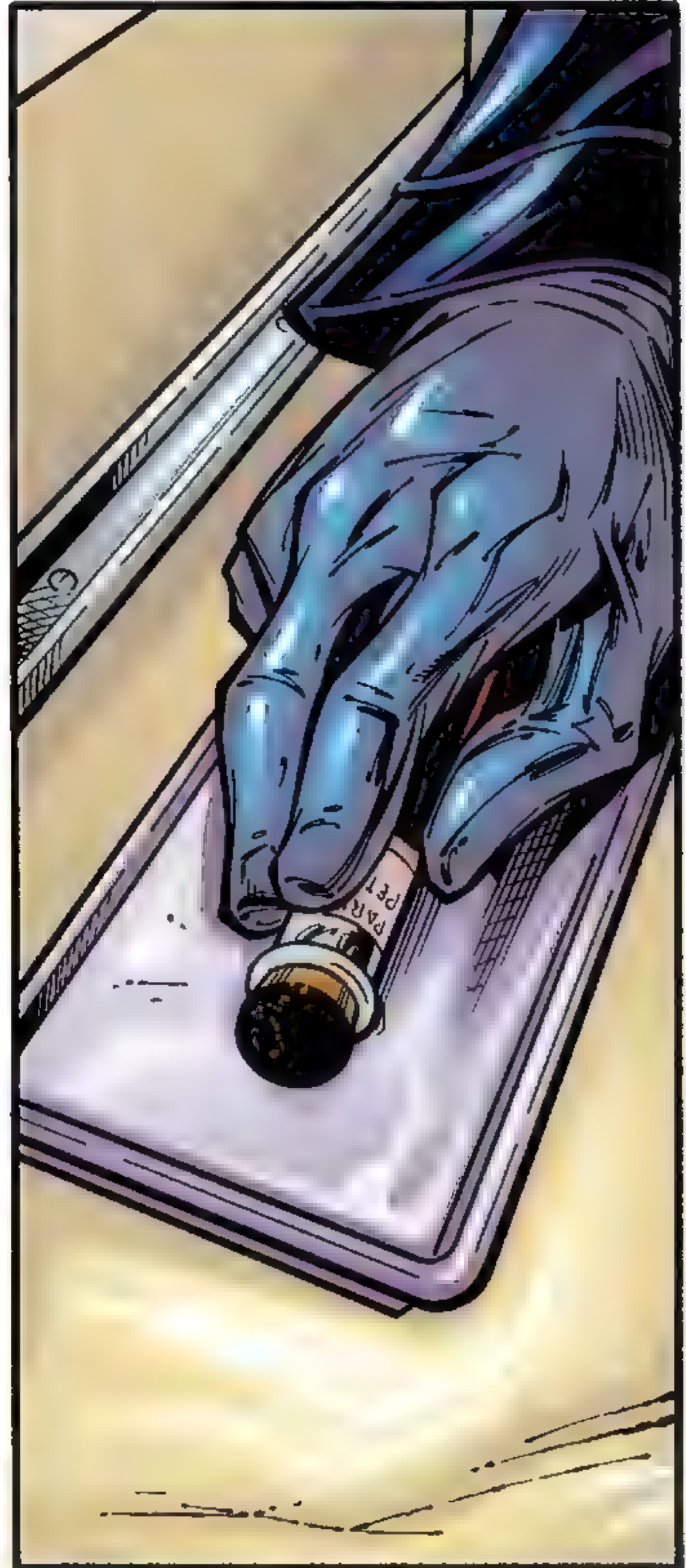
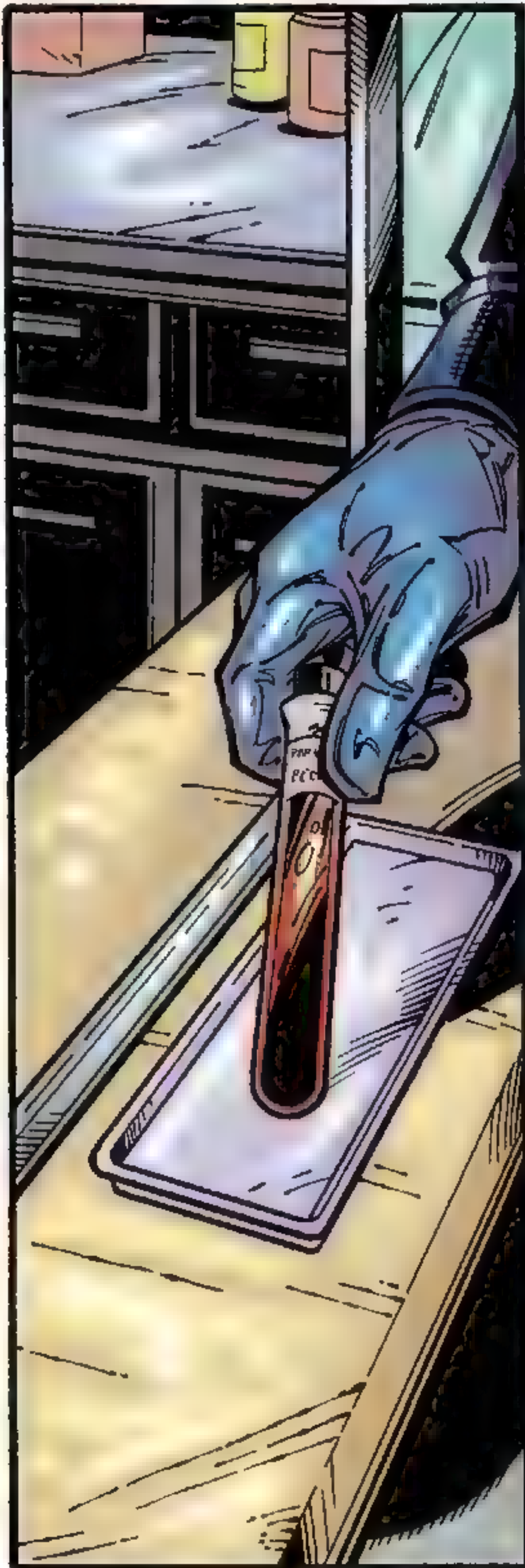
HUH.

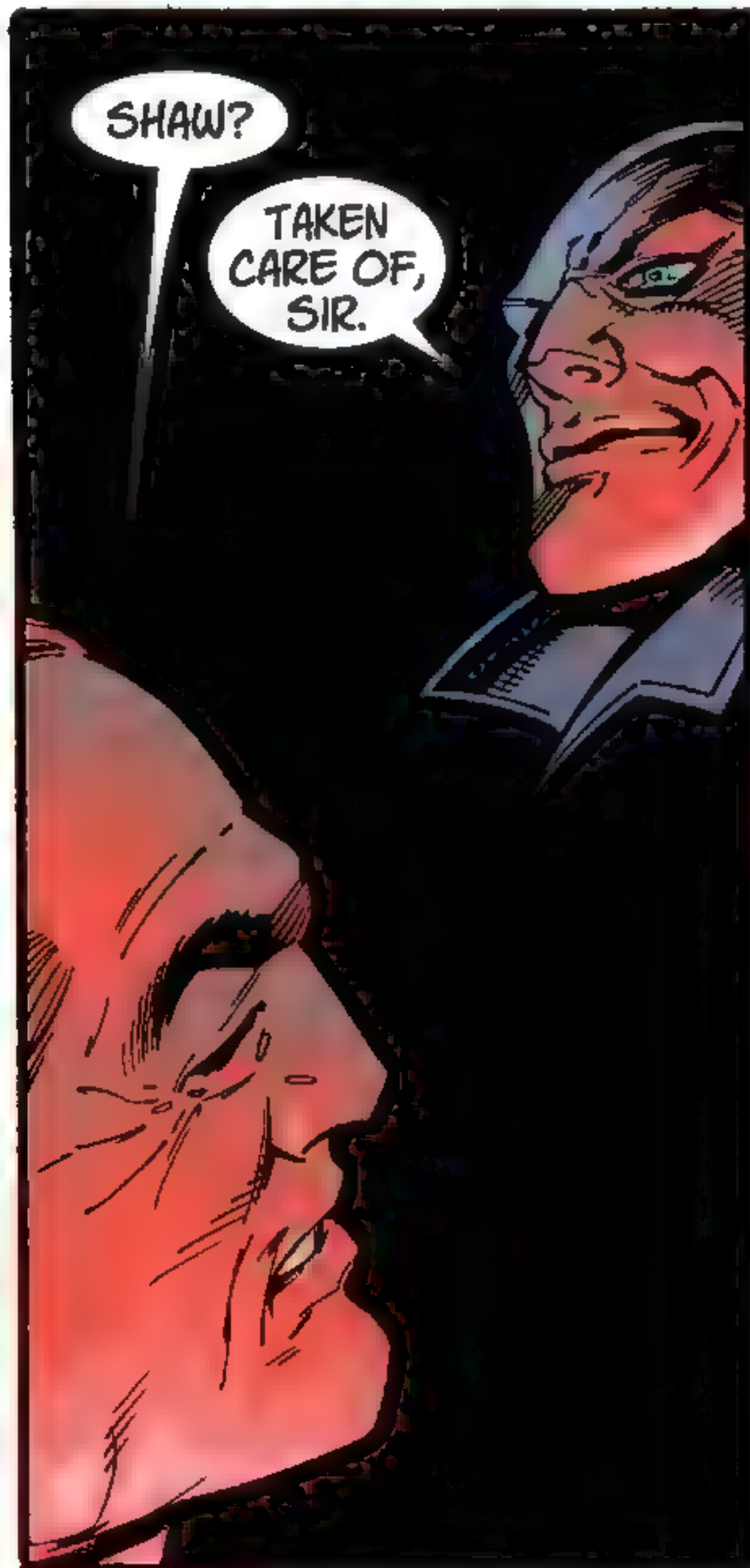
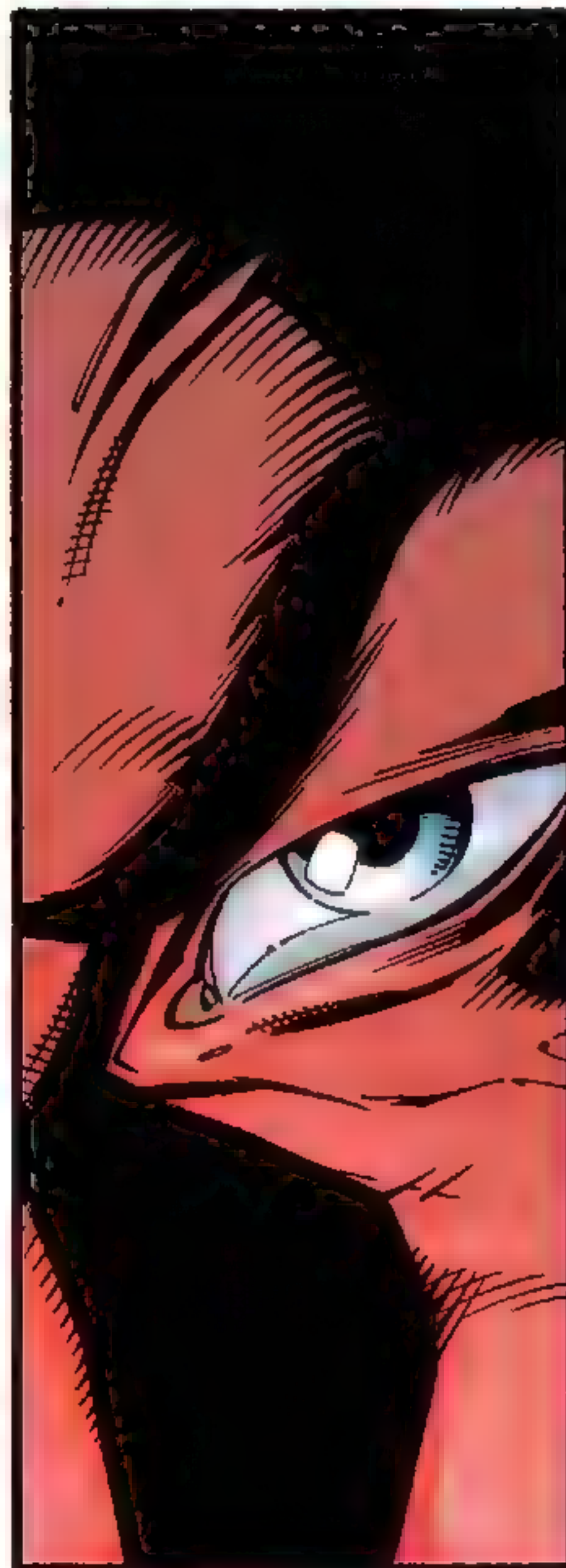
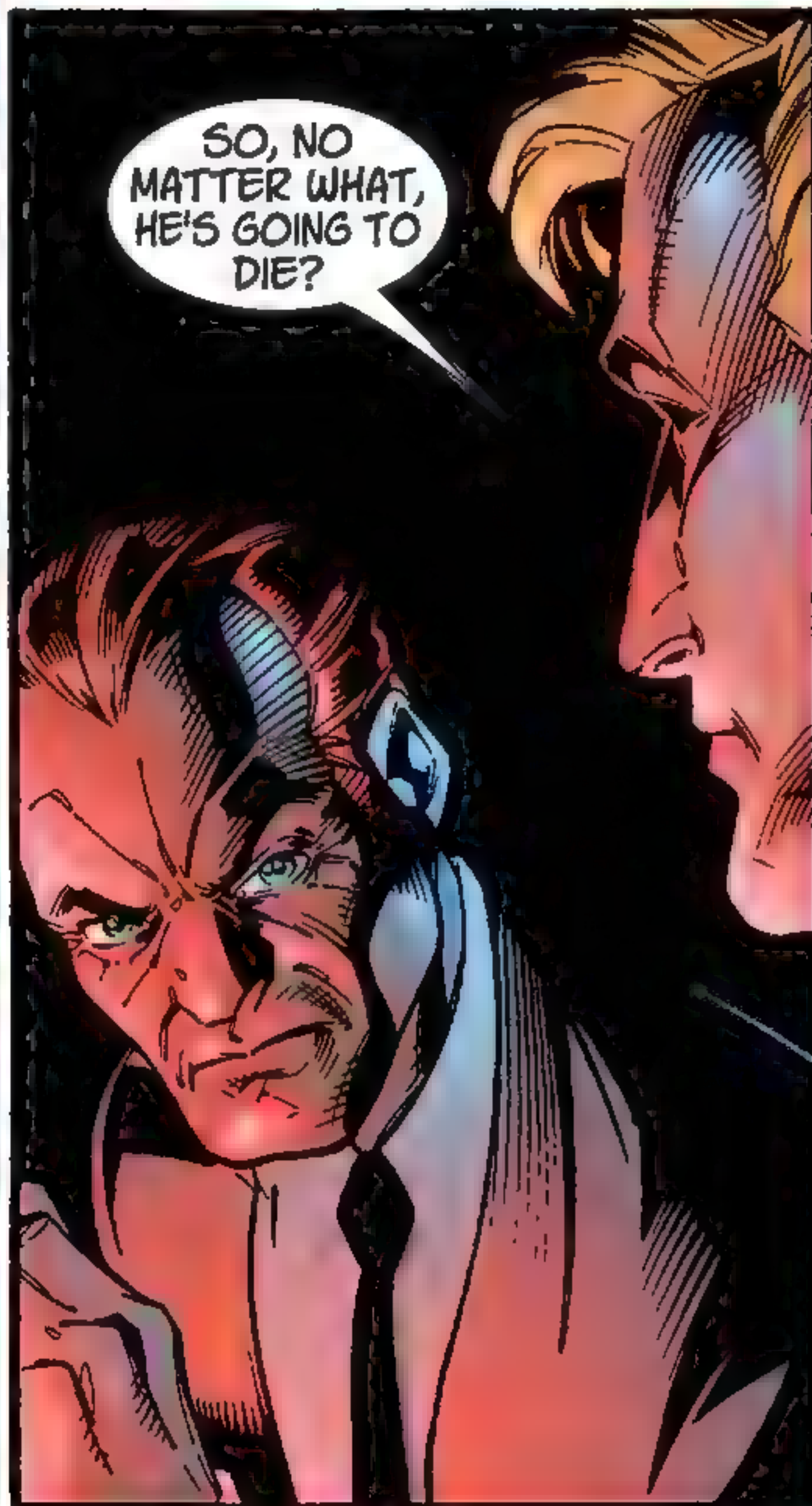
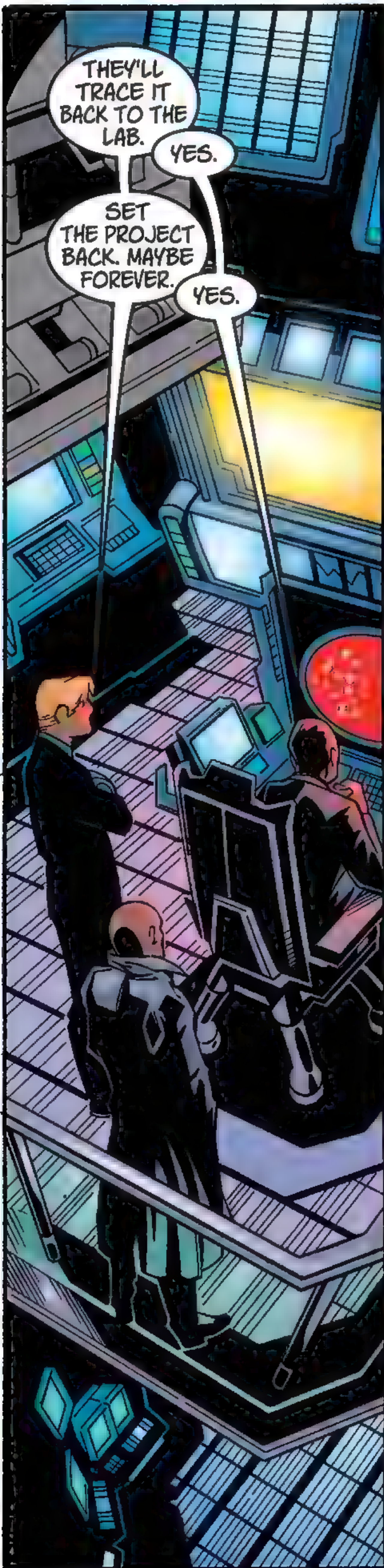
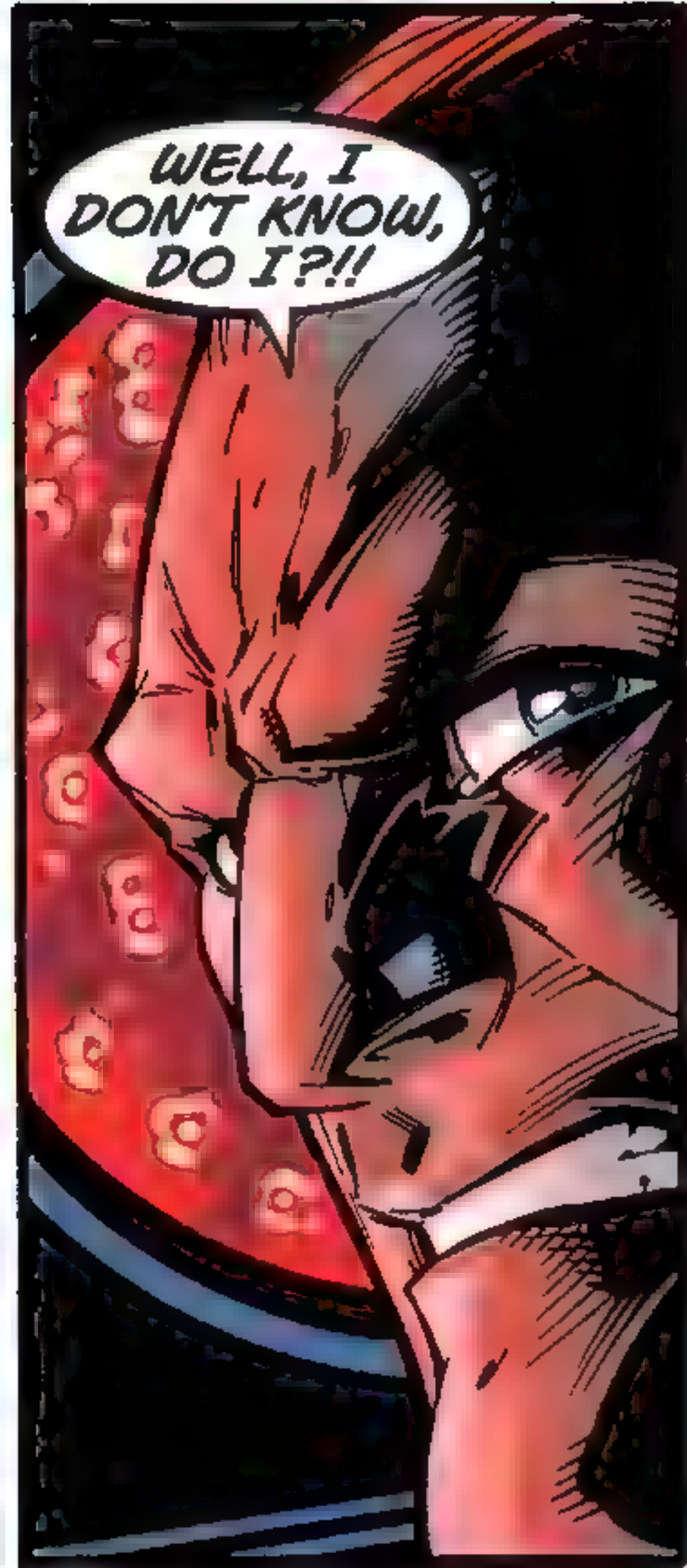
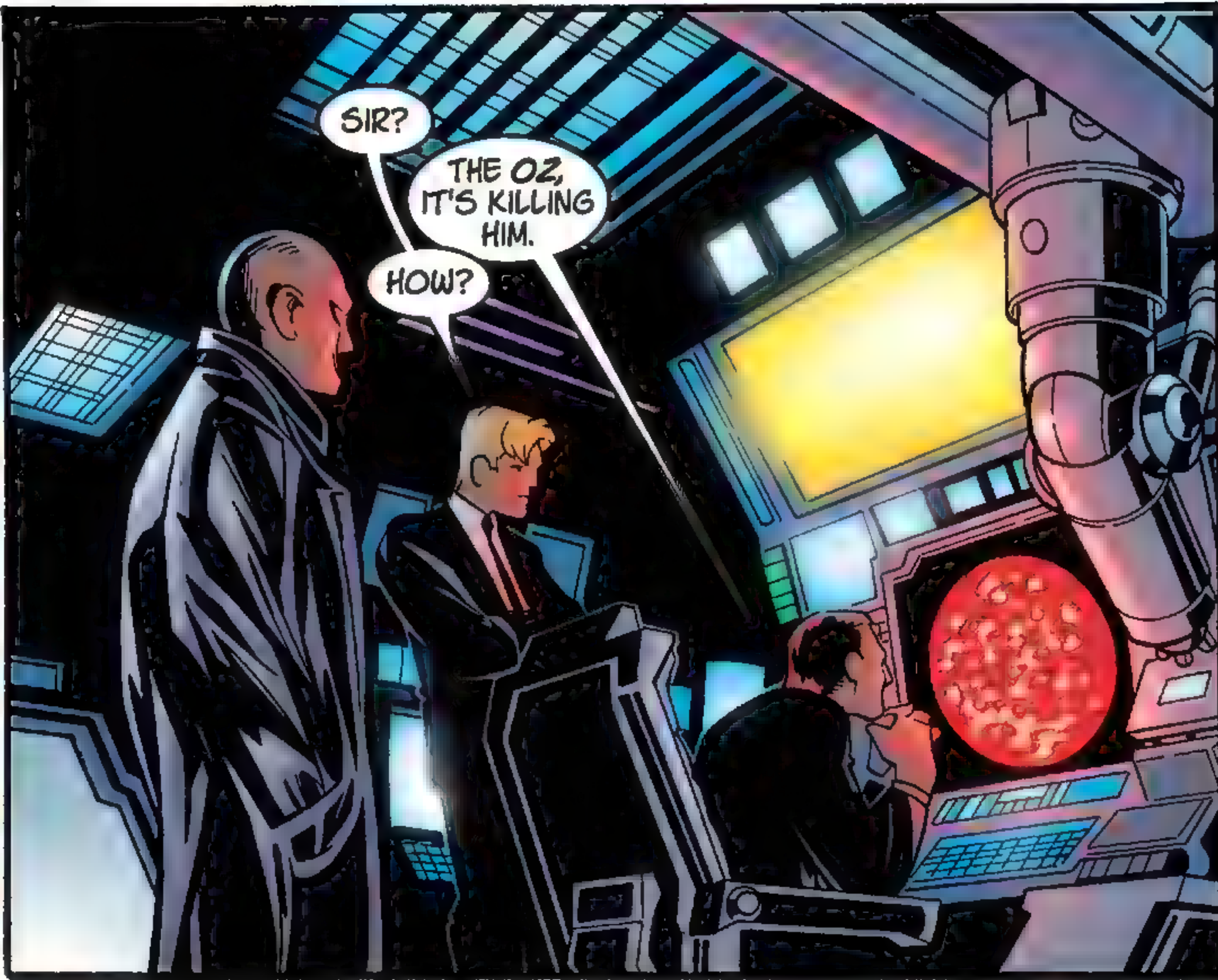


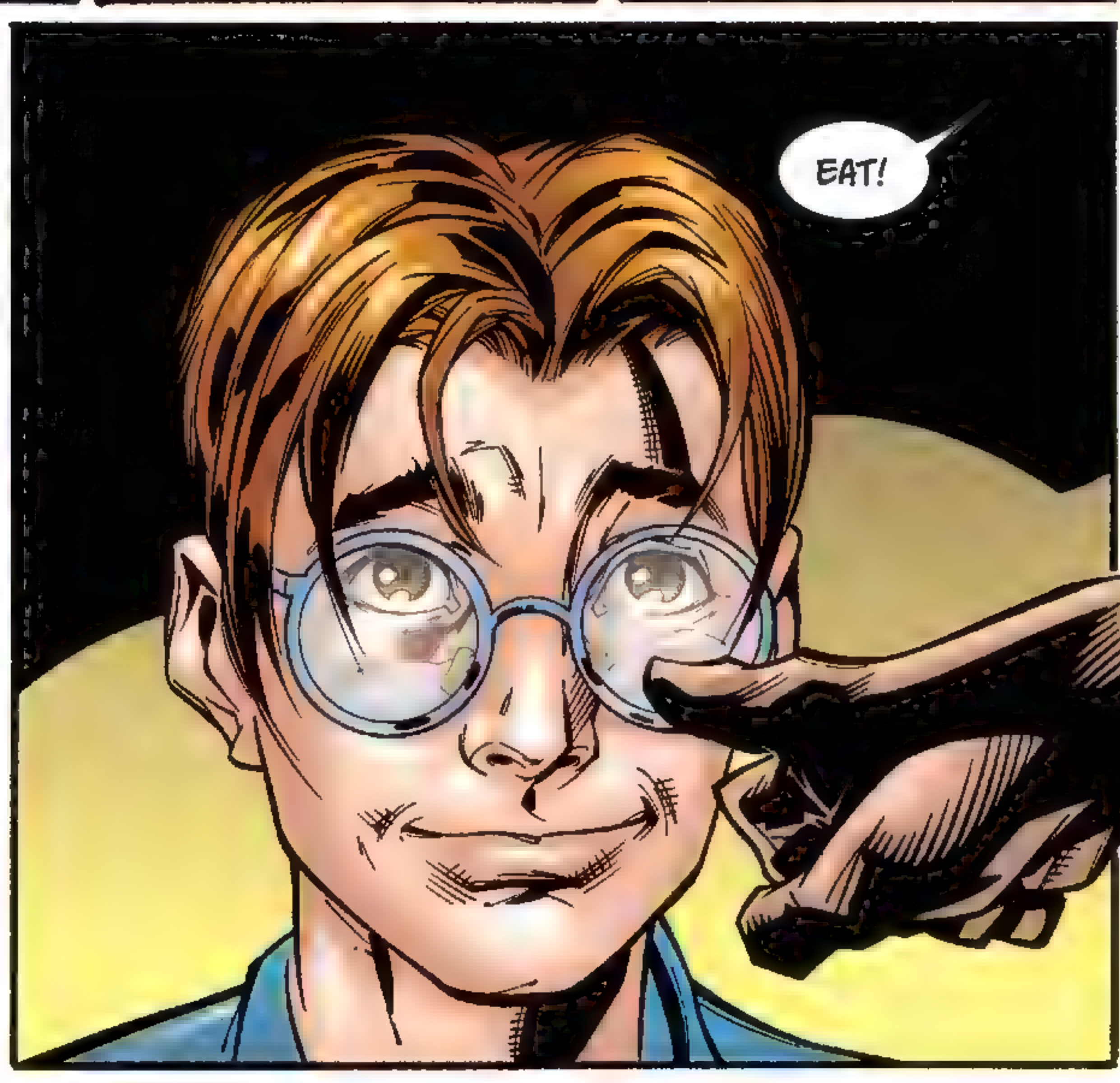
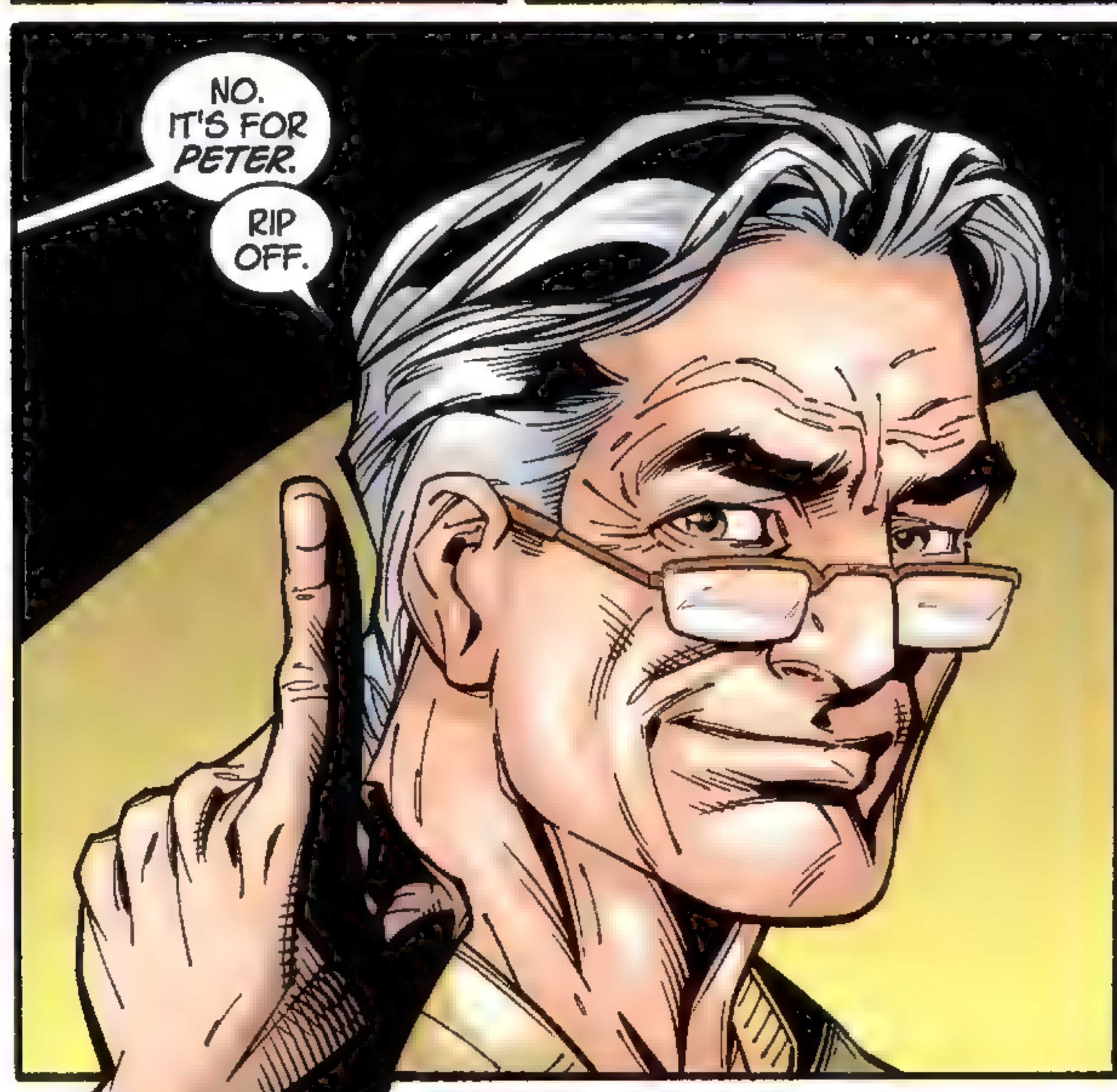
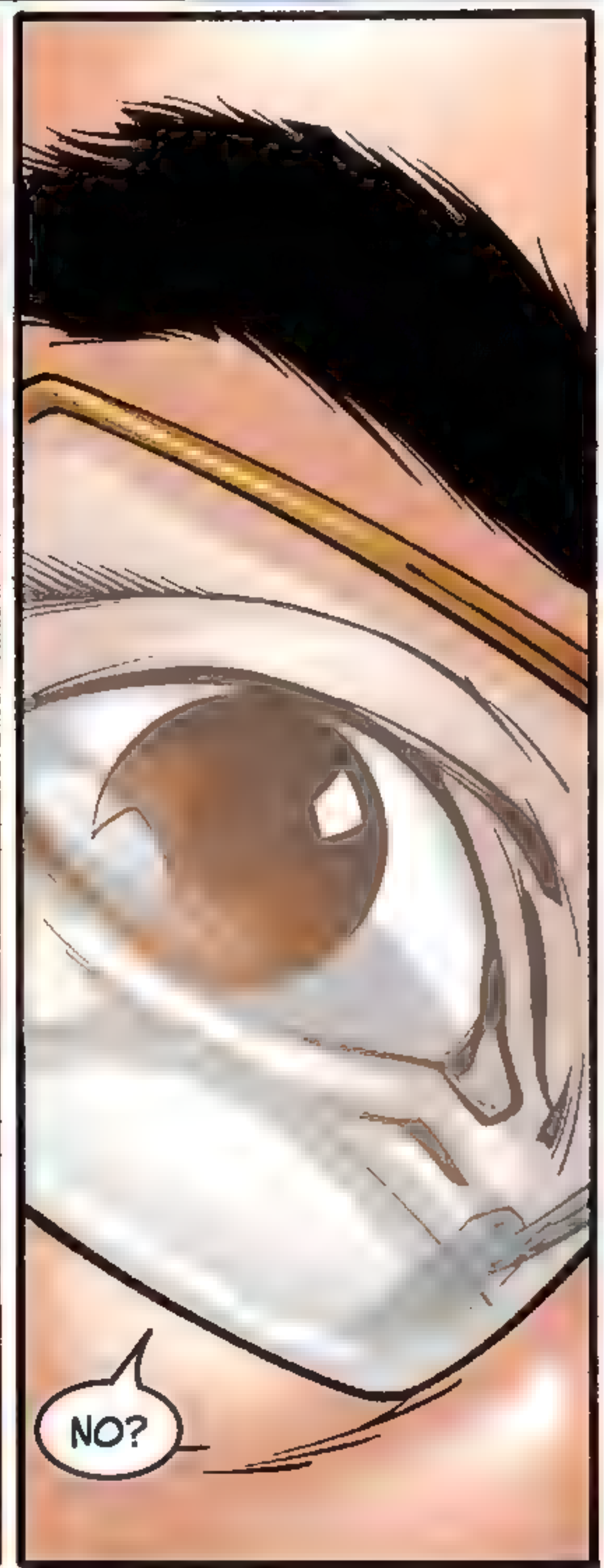
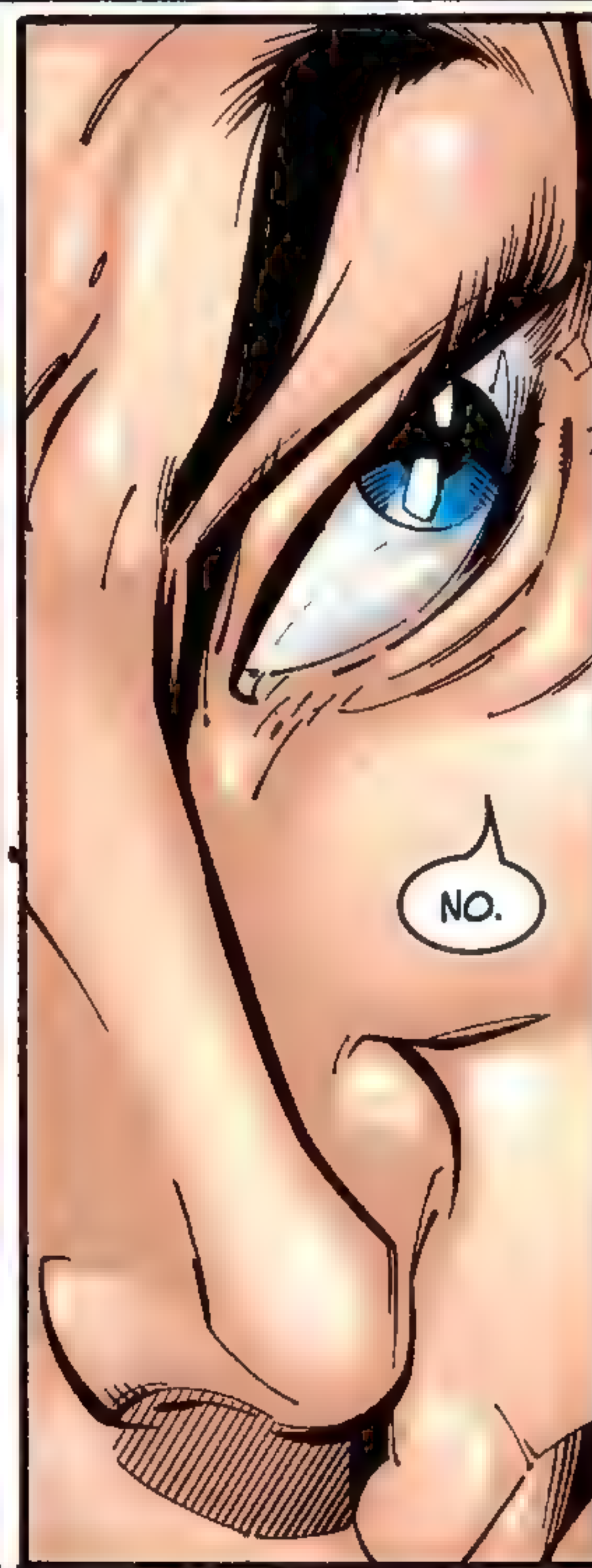
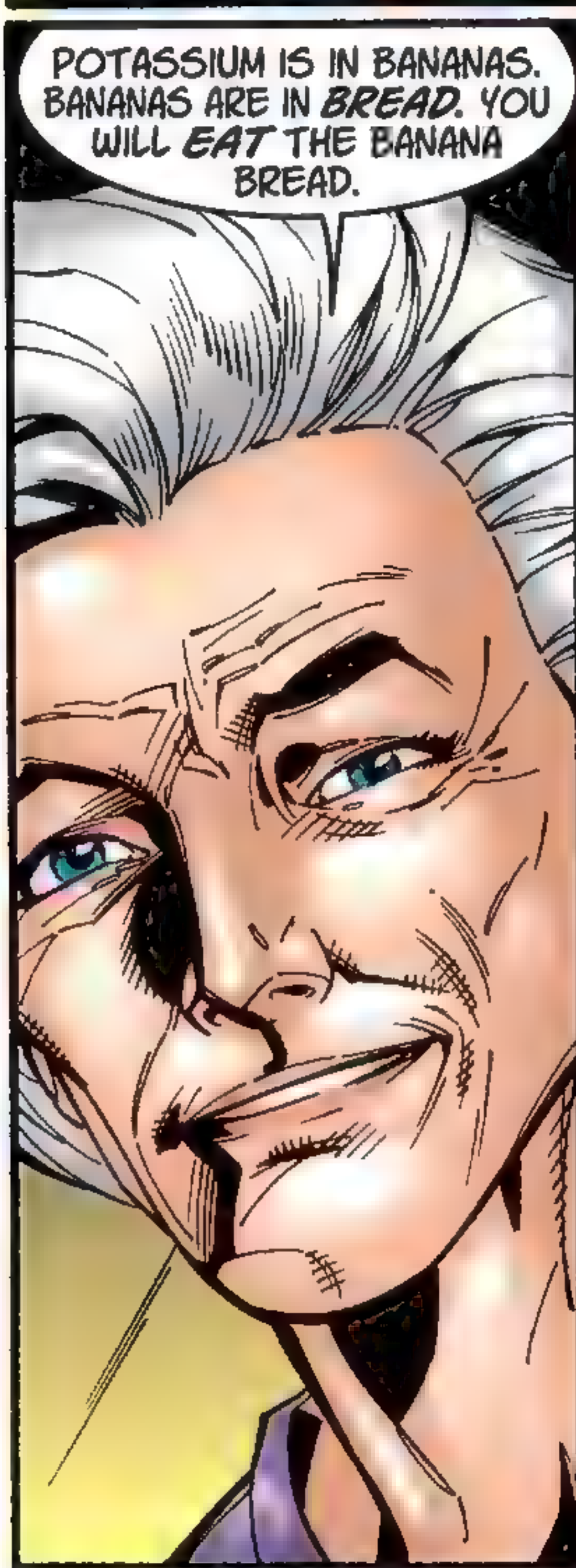
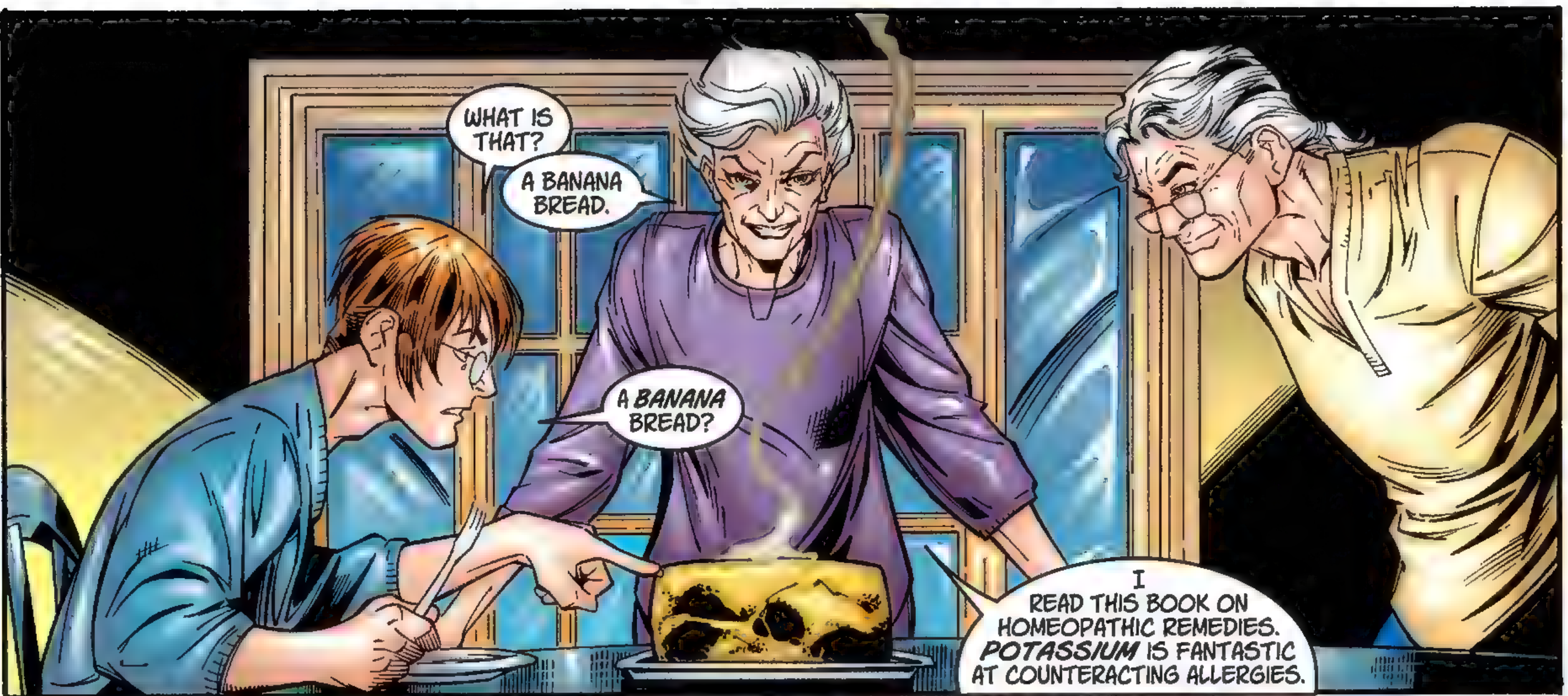
THICK SKIN YOU GOT THERE.

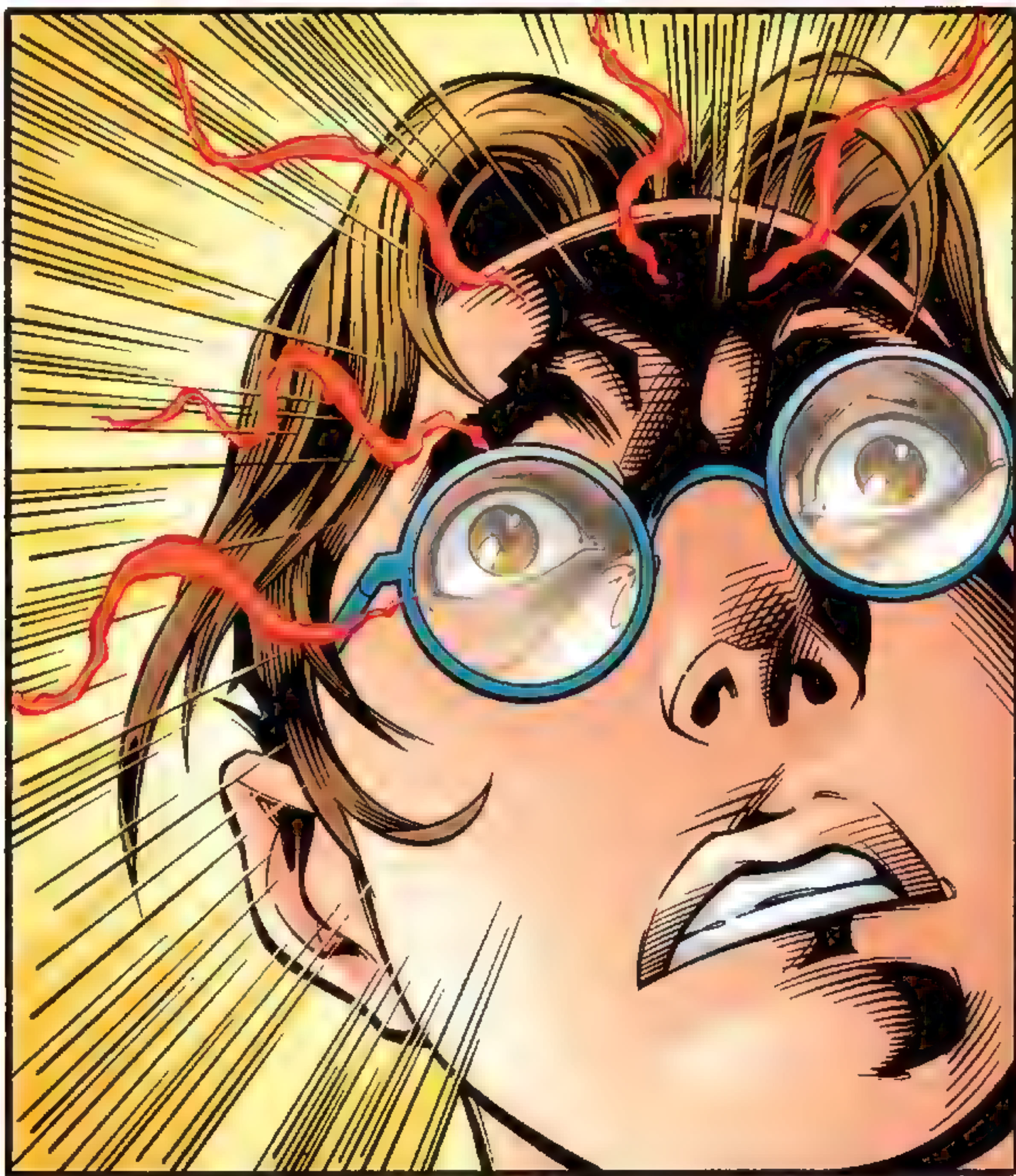
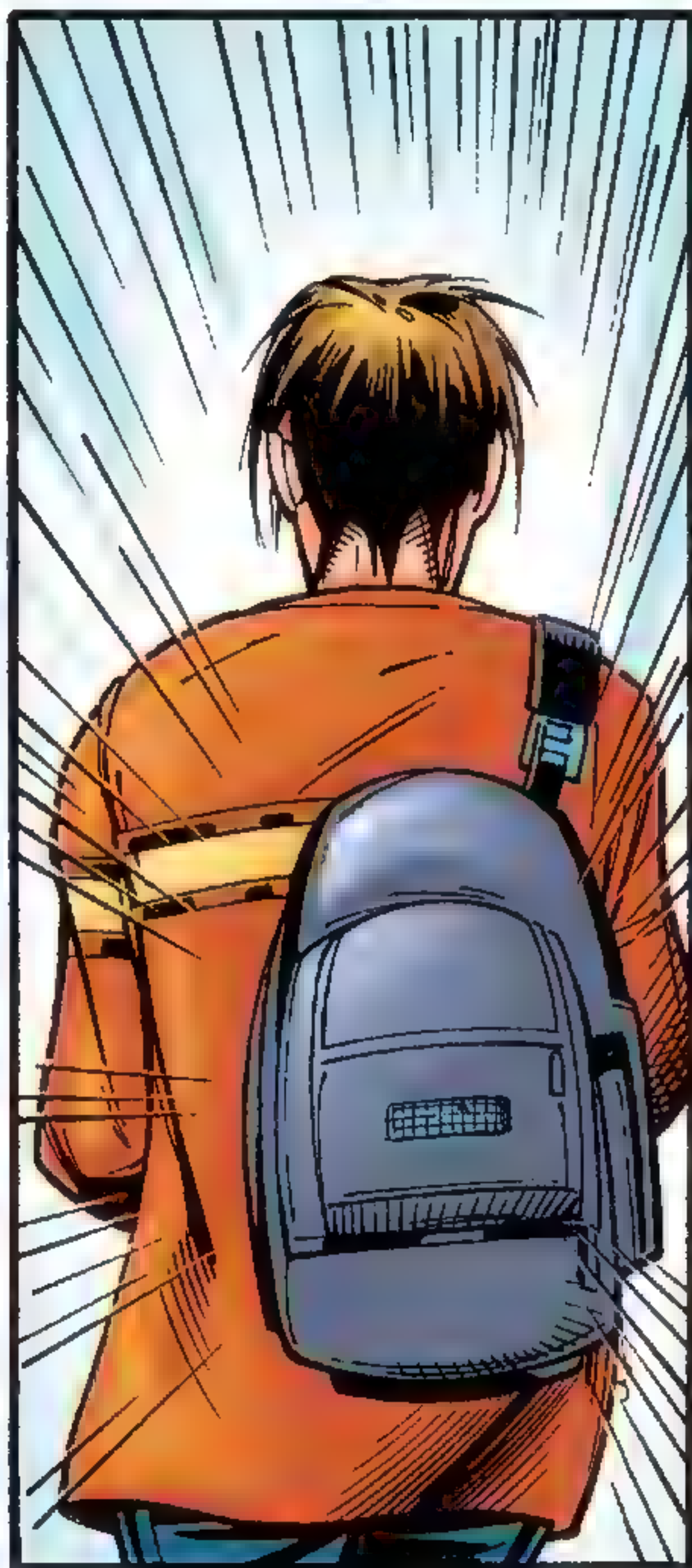
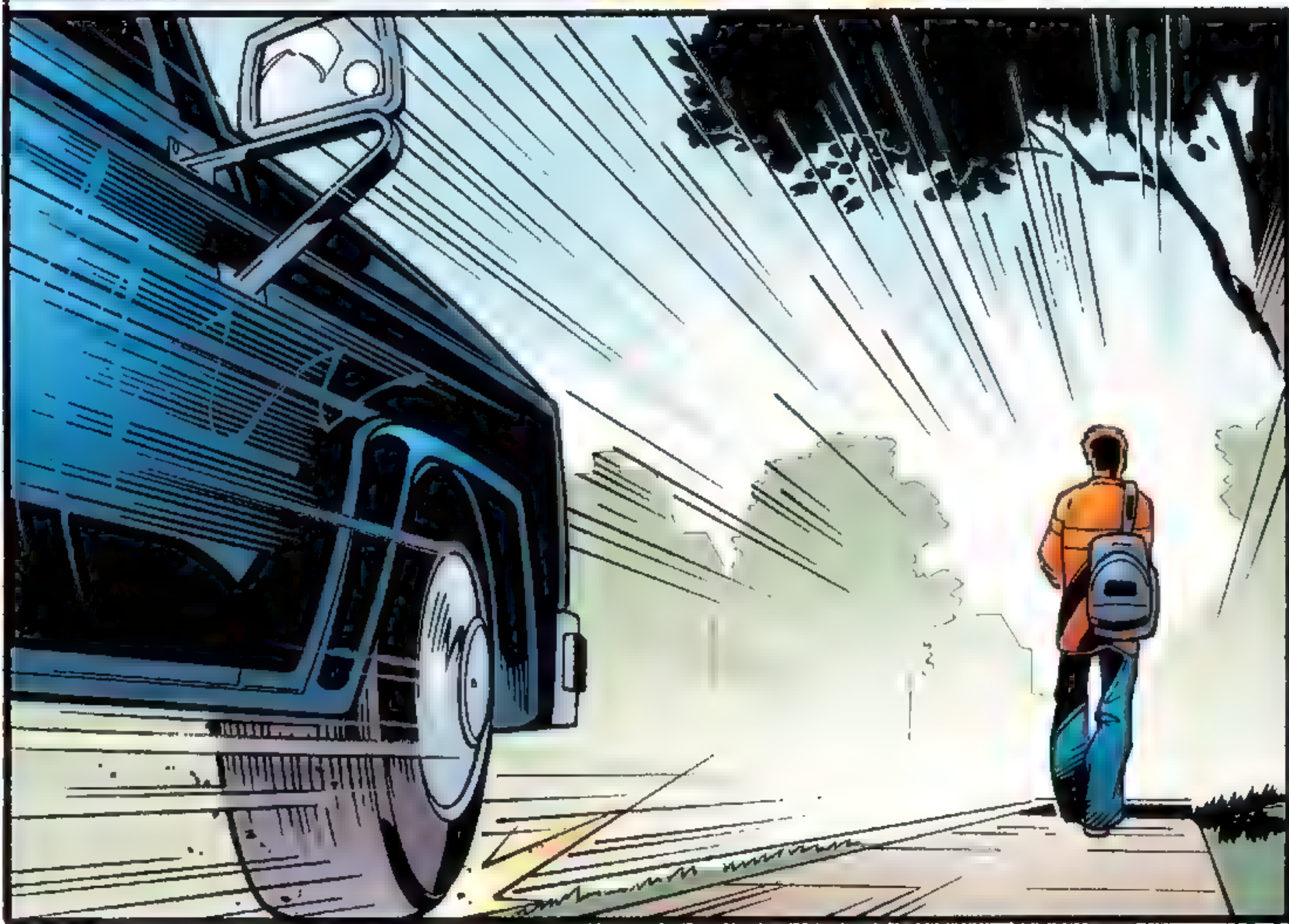
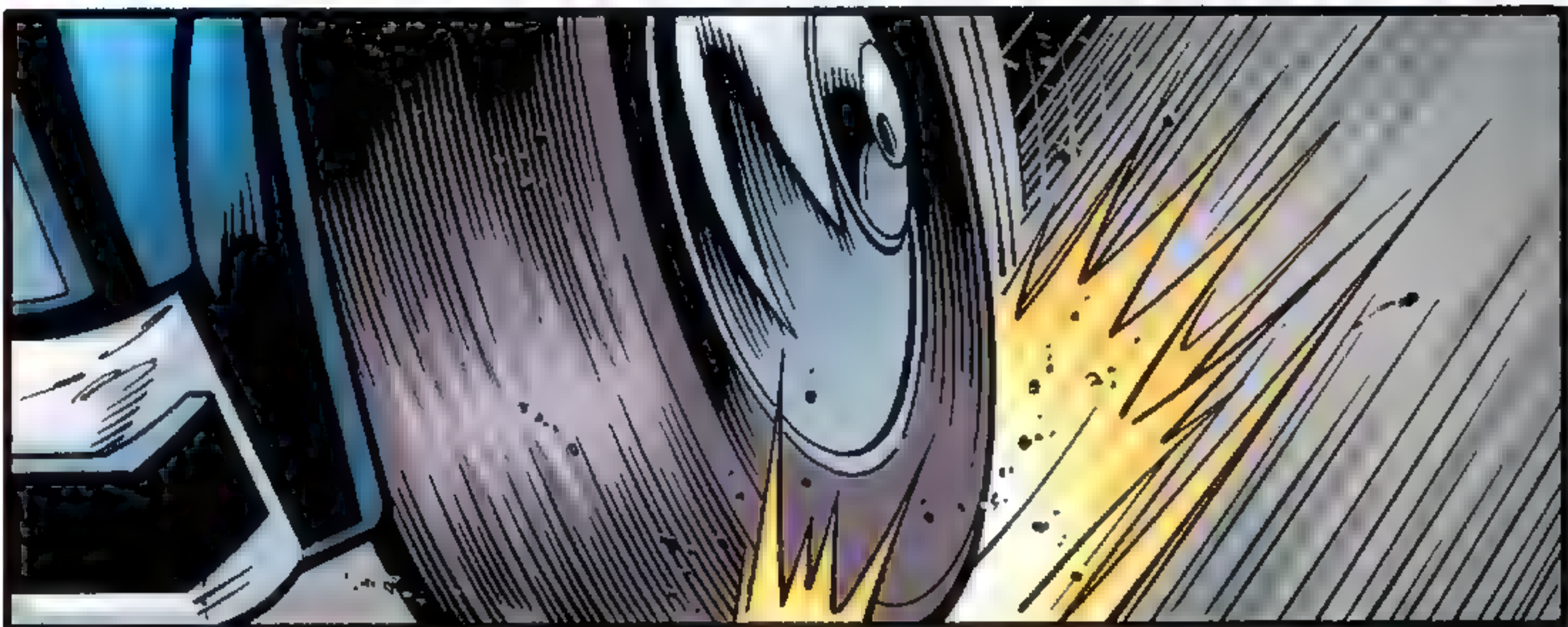
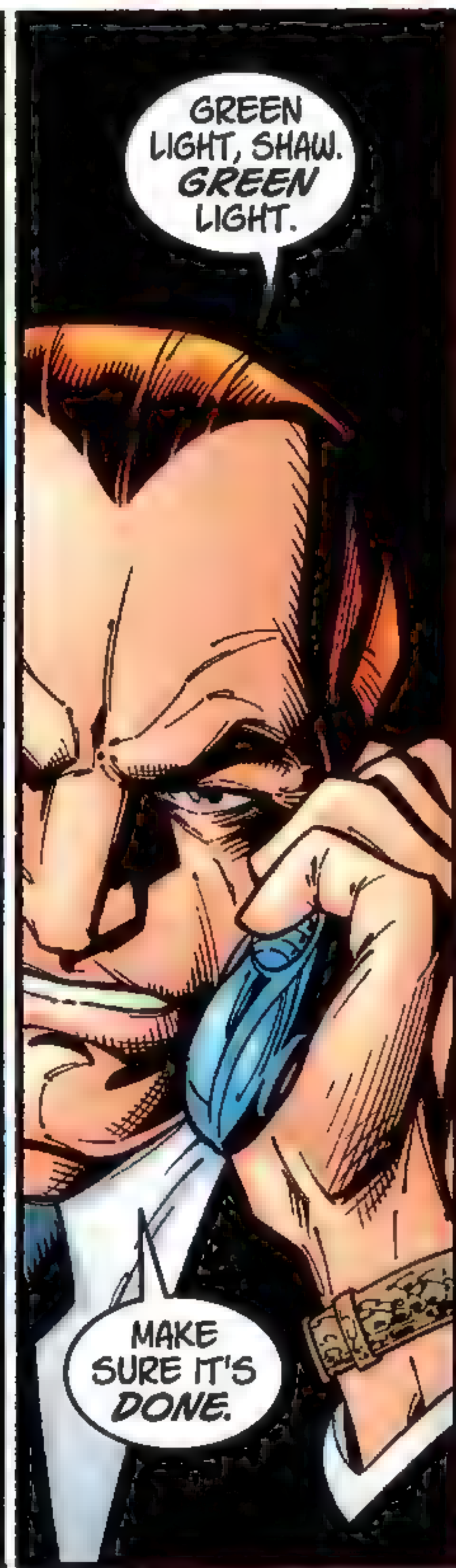
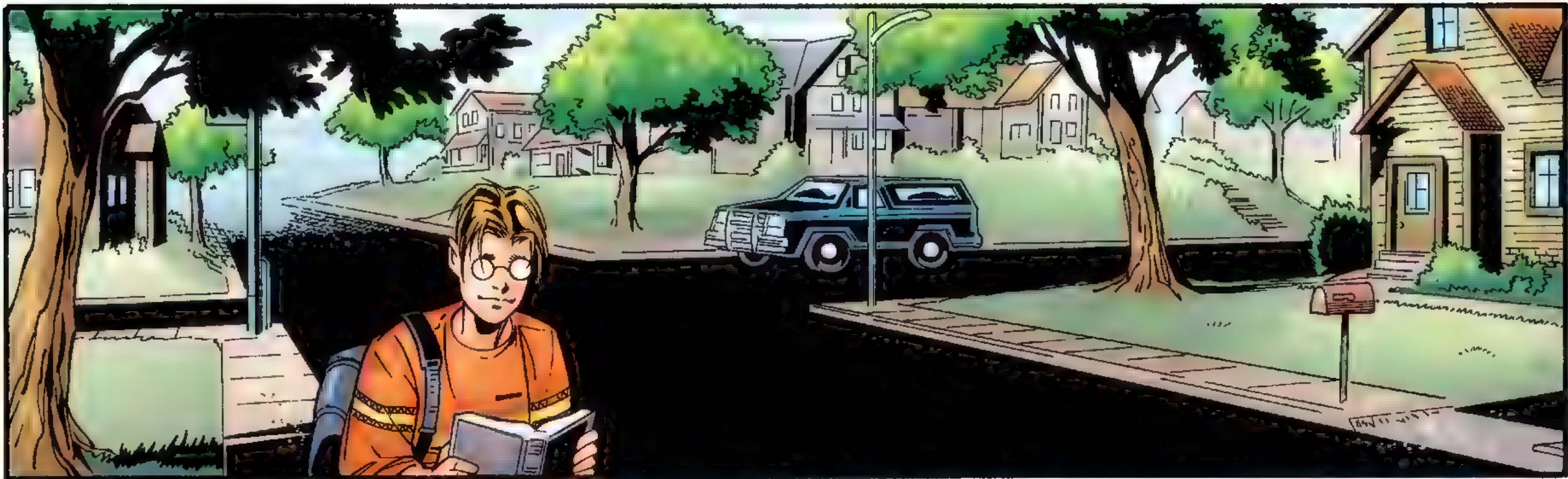


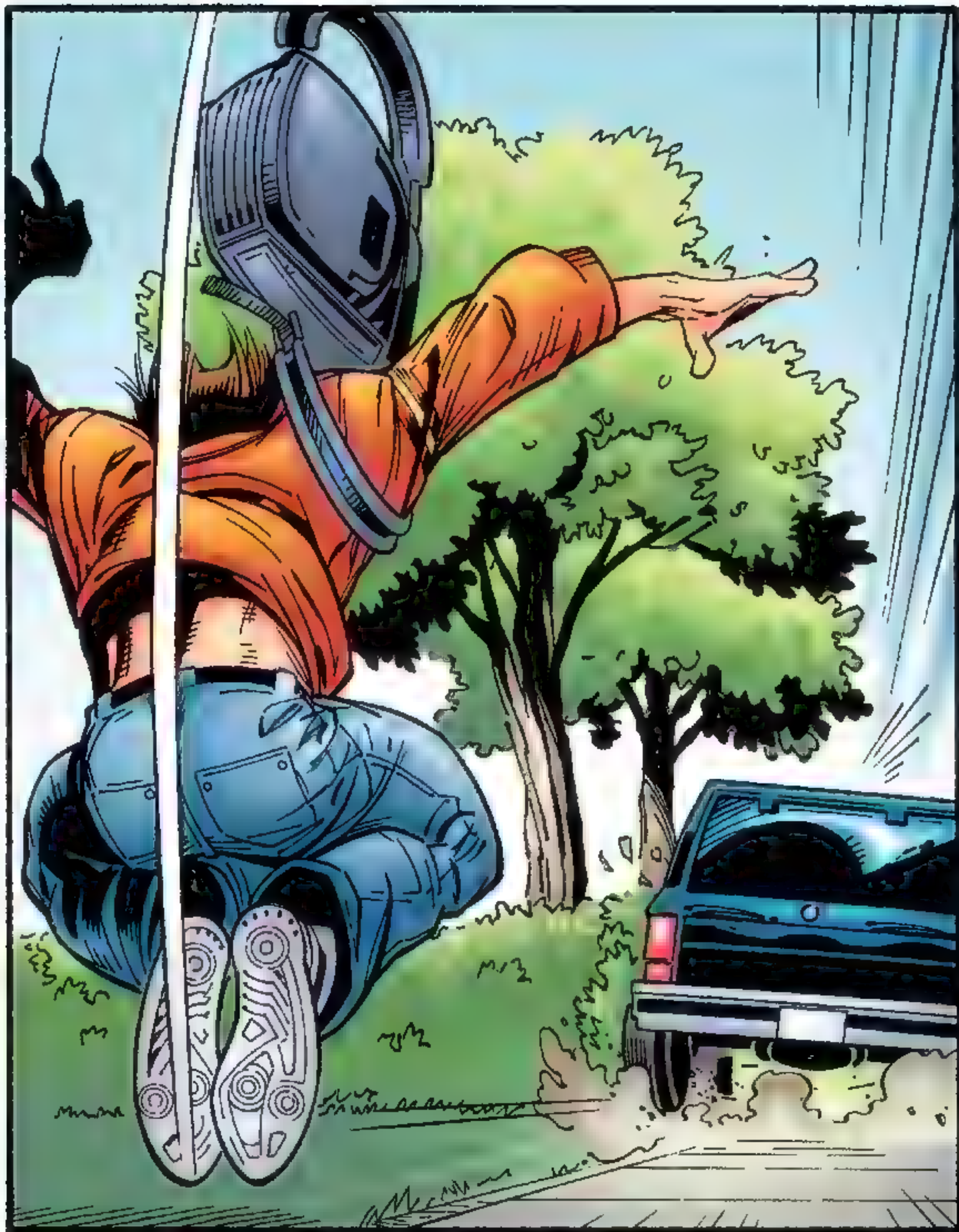
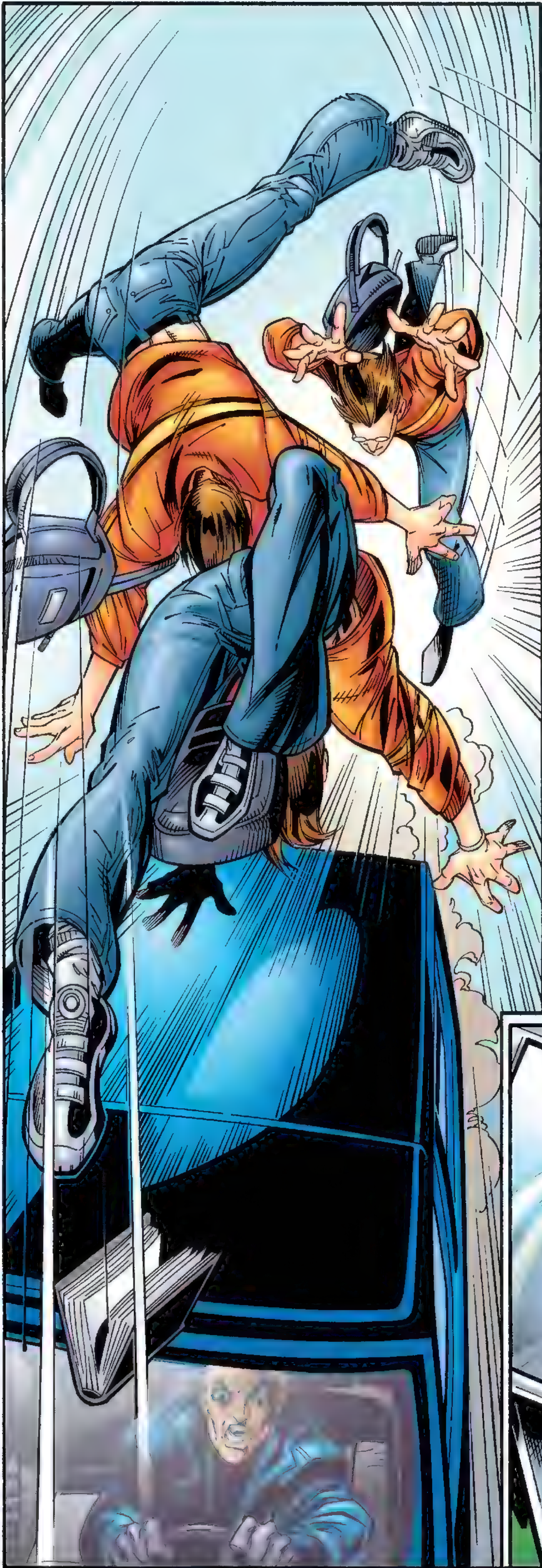
YOU COULDA FOOLED ME.

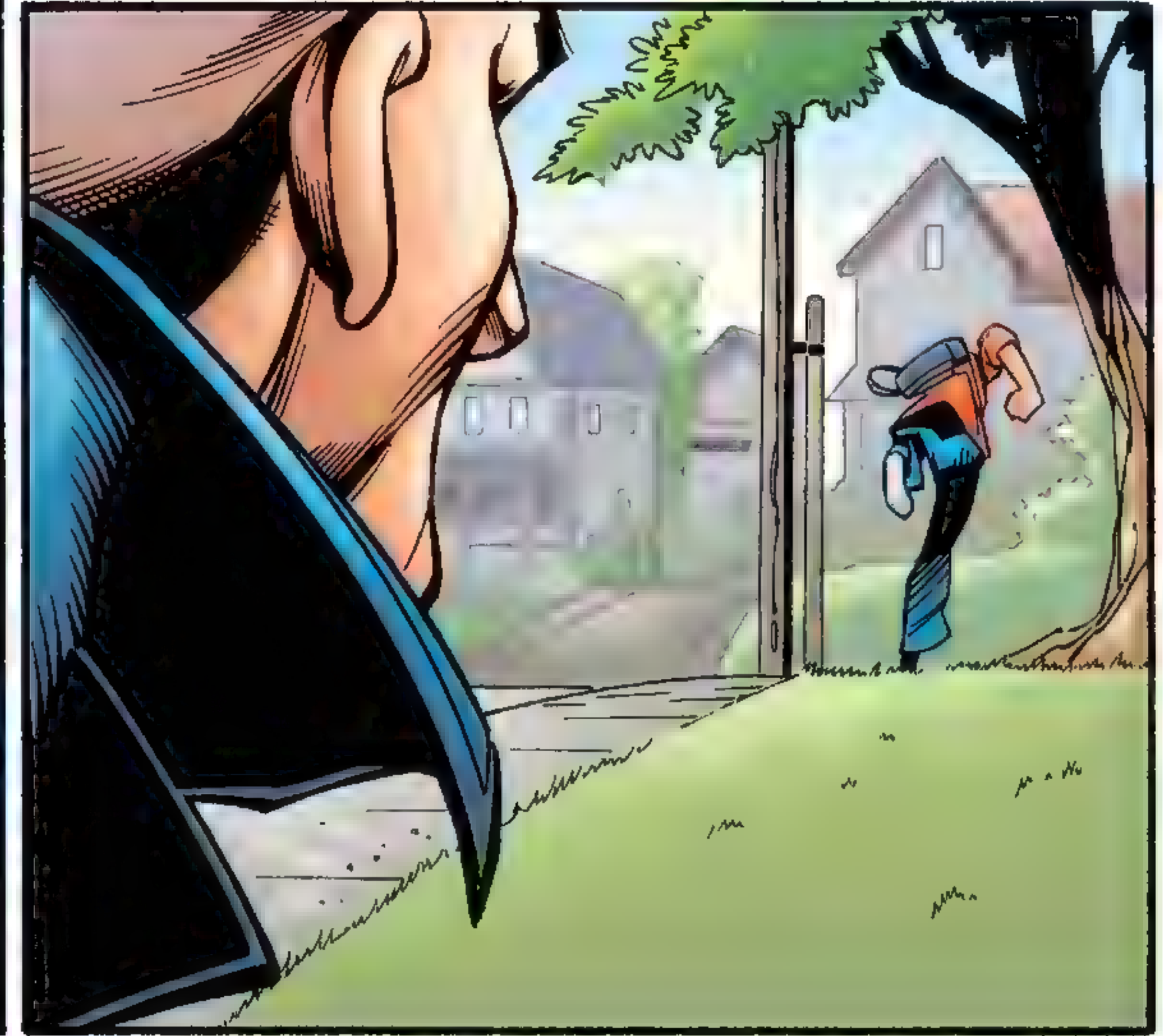
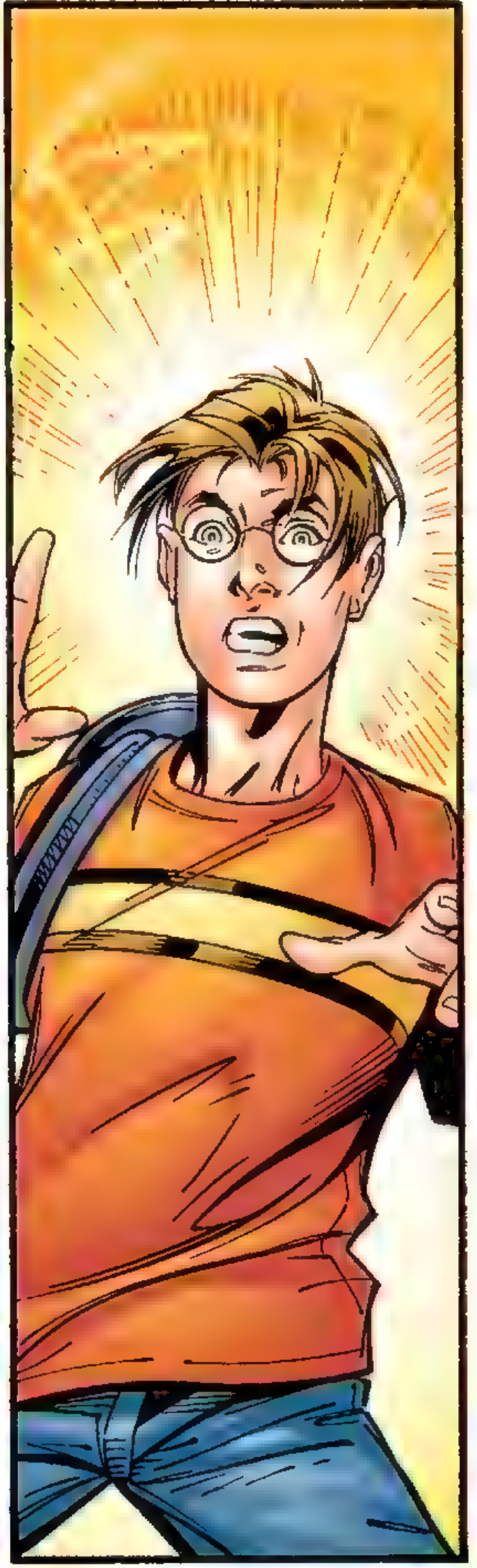


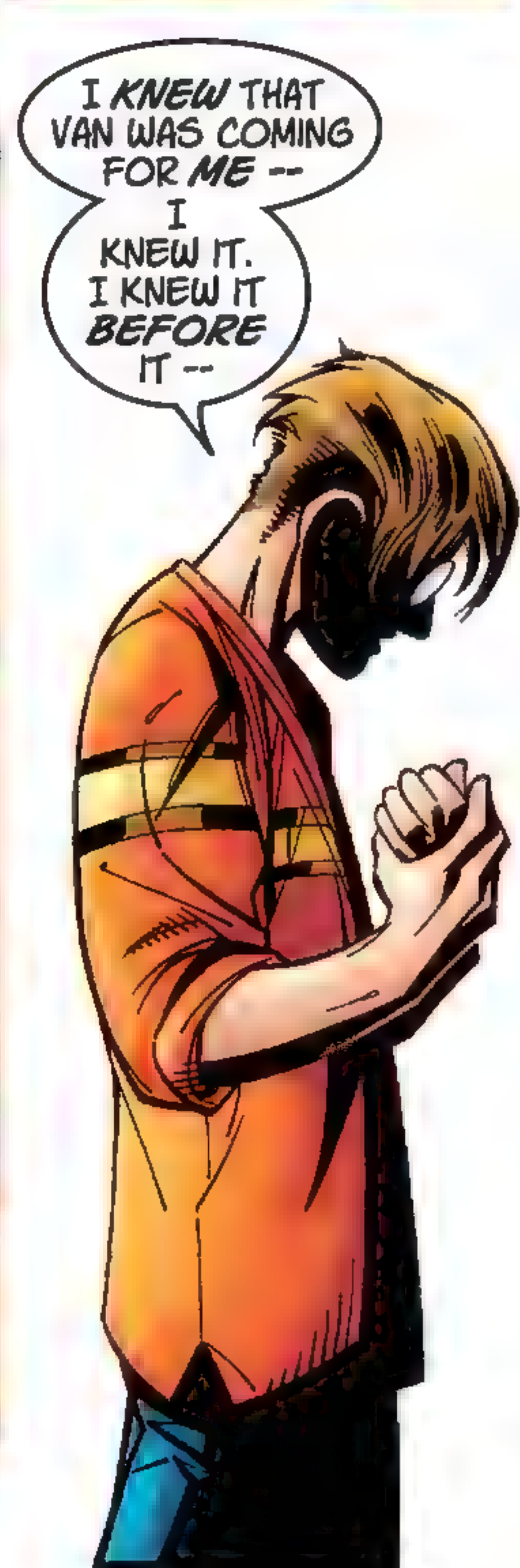
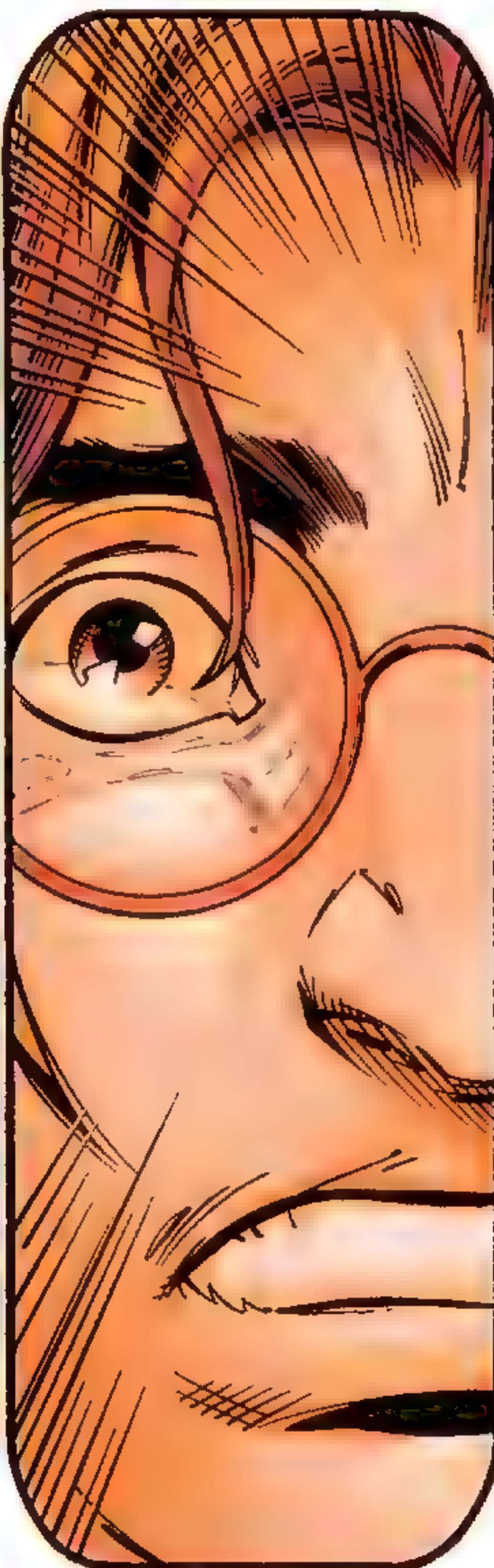
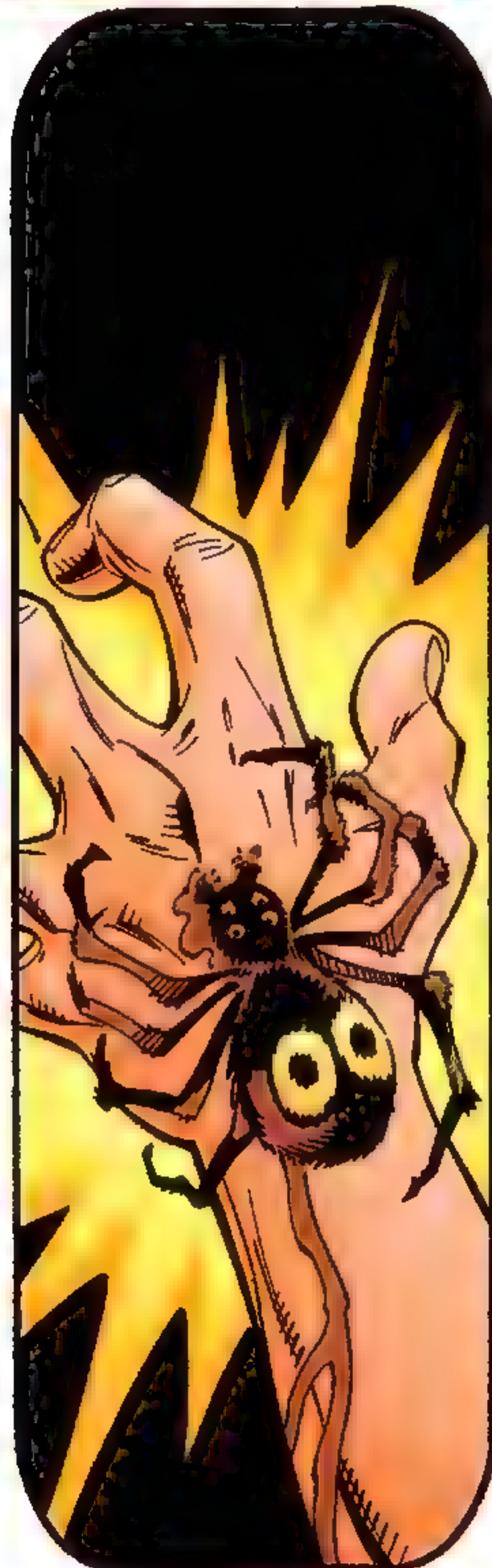
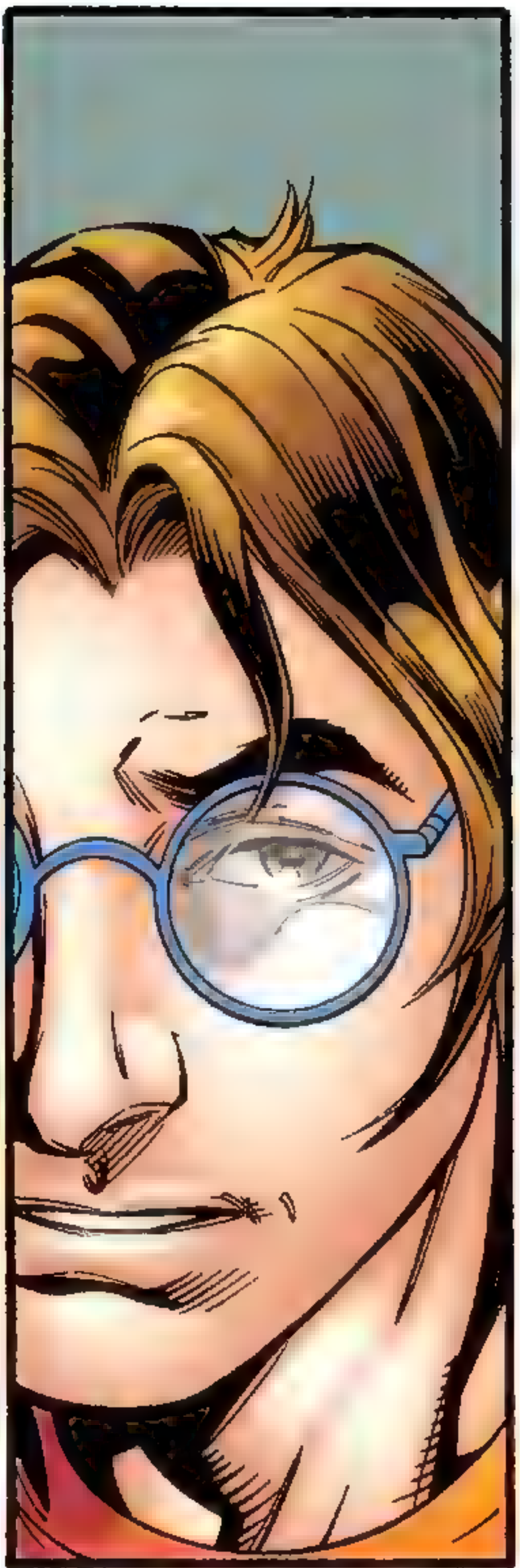
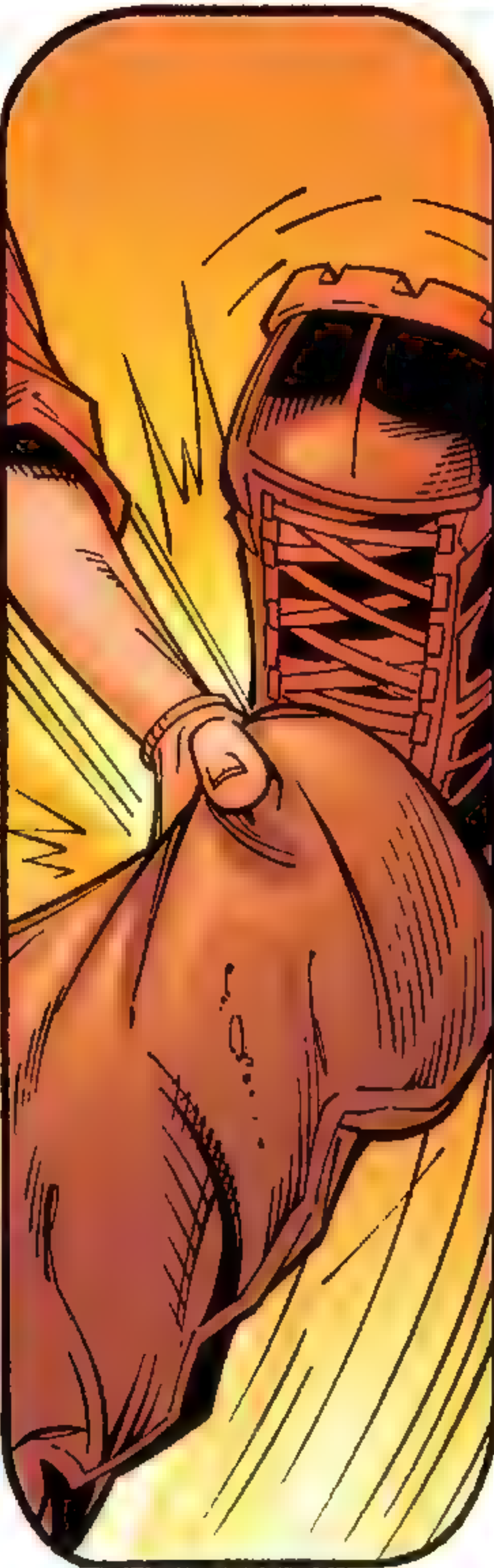
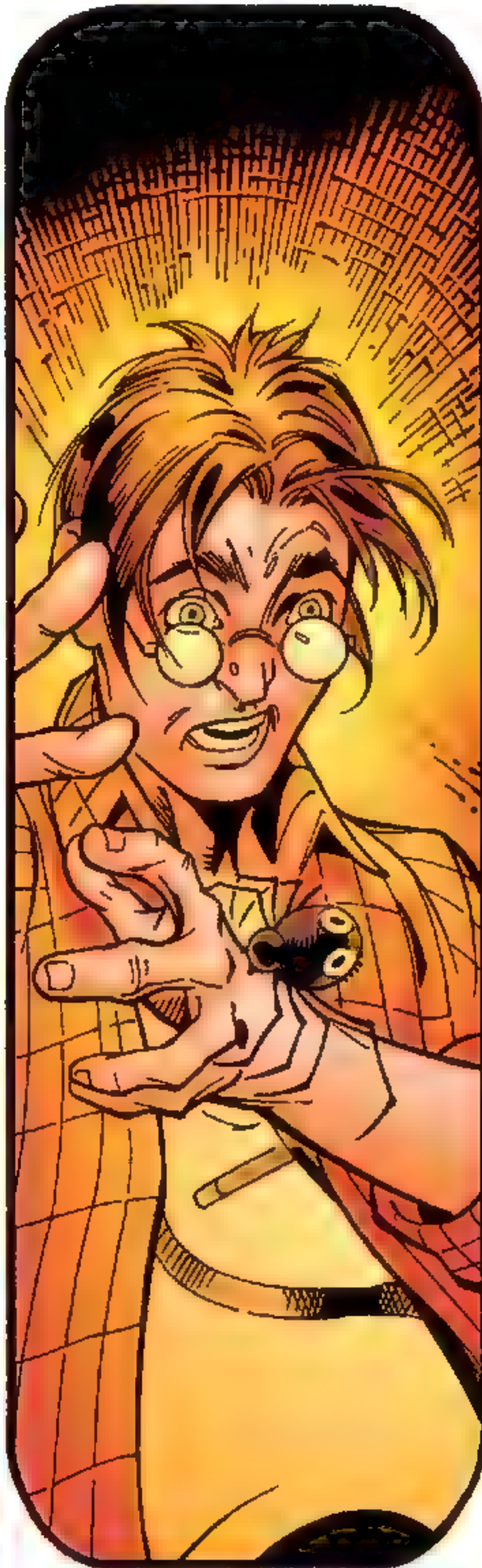
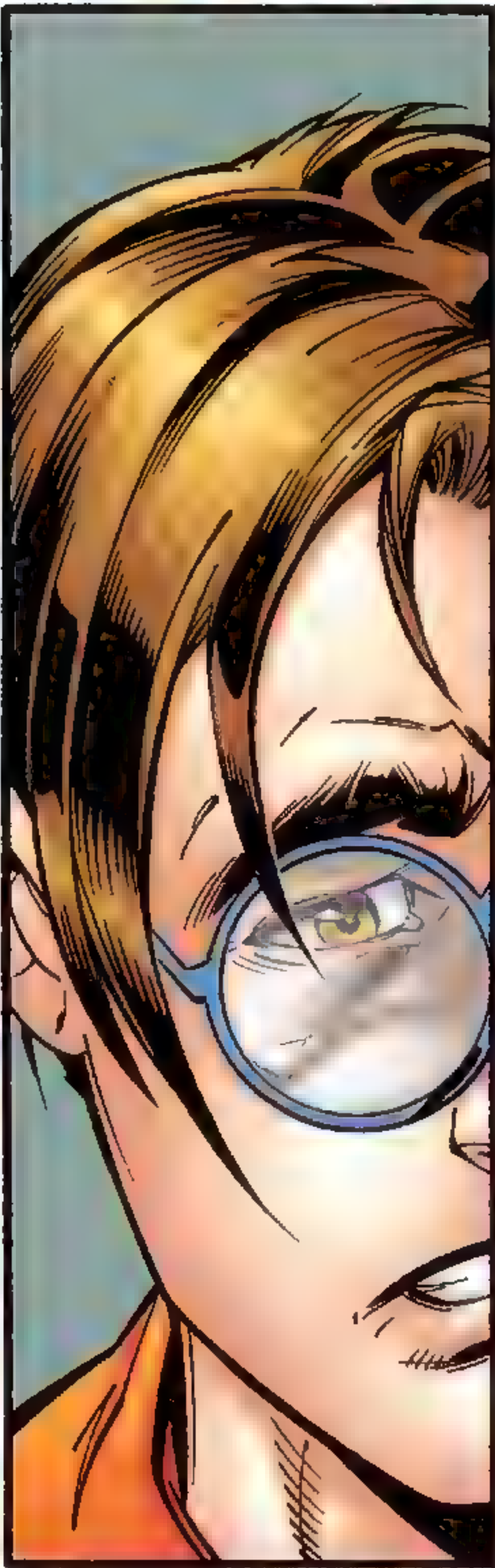
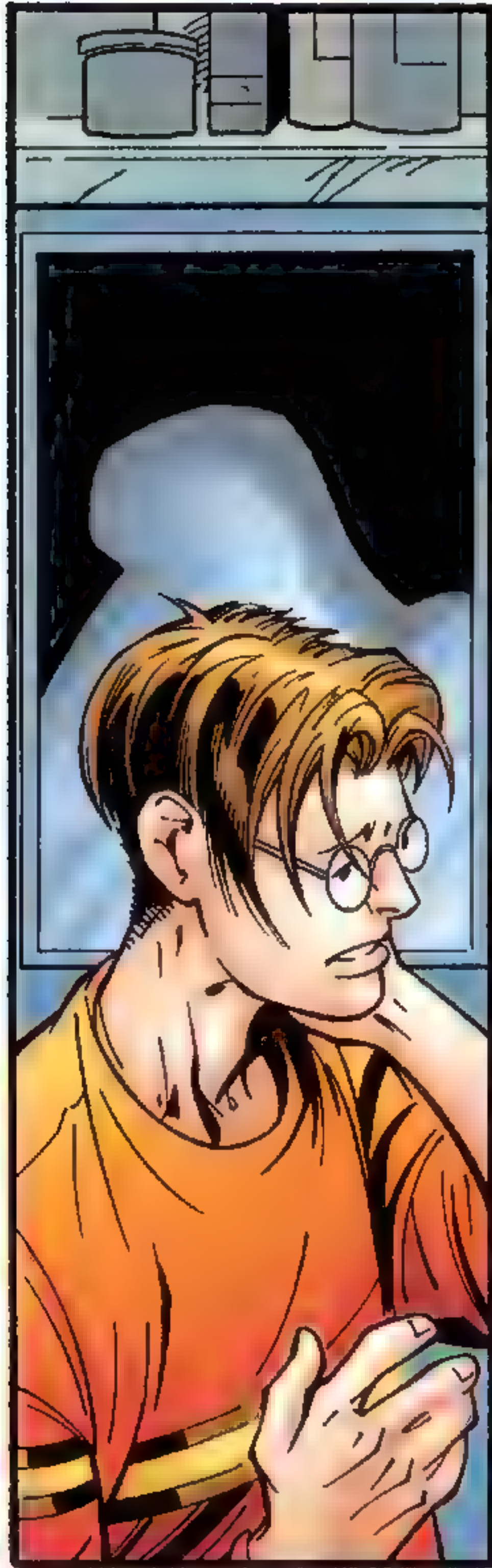


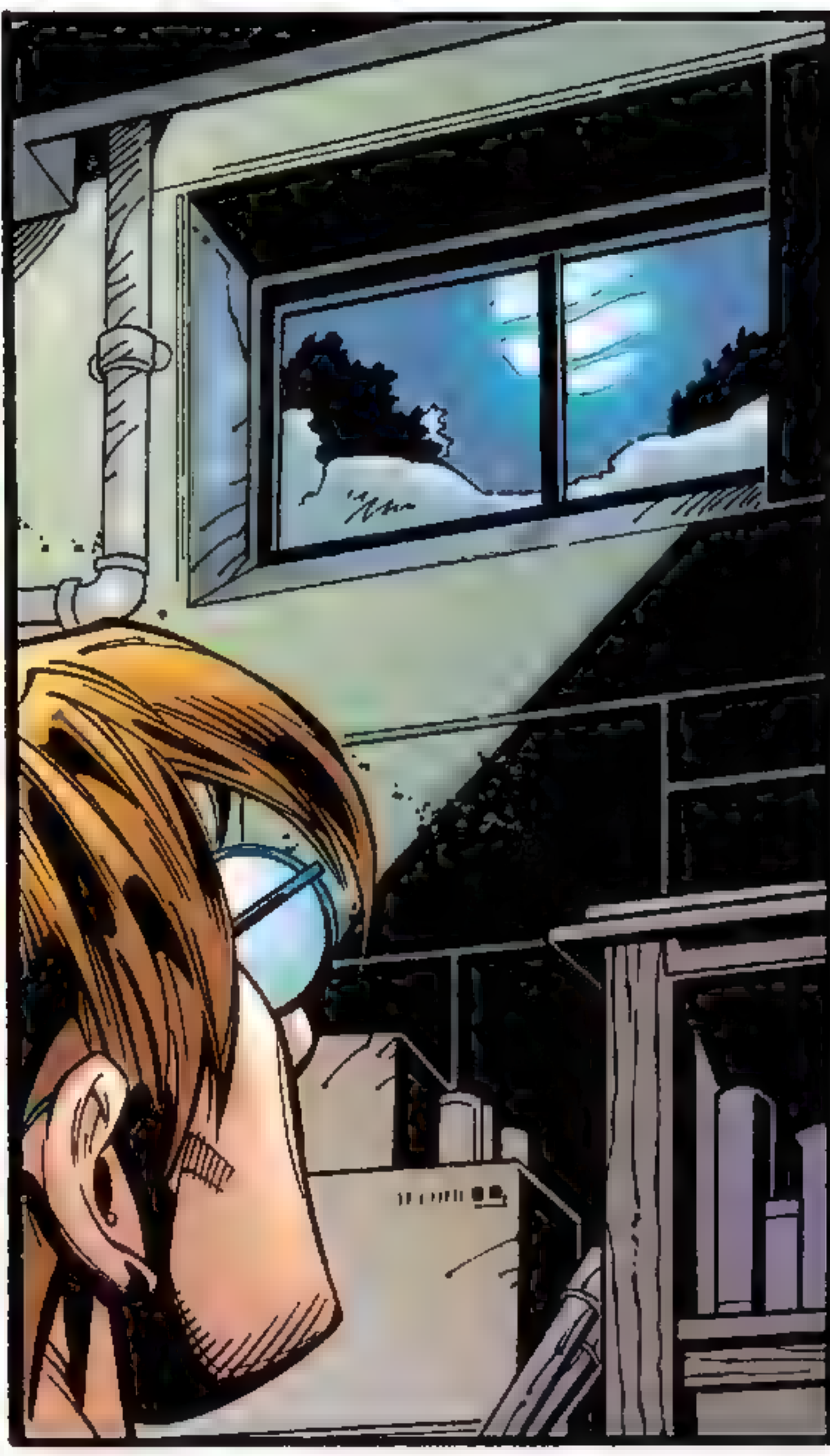
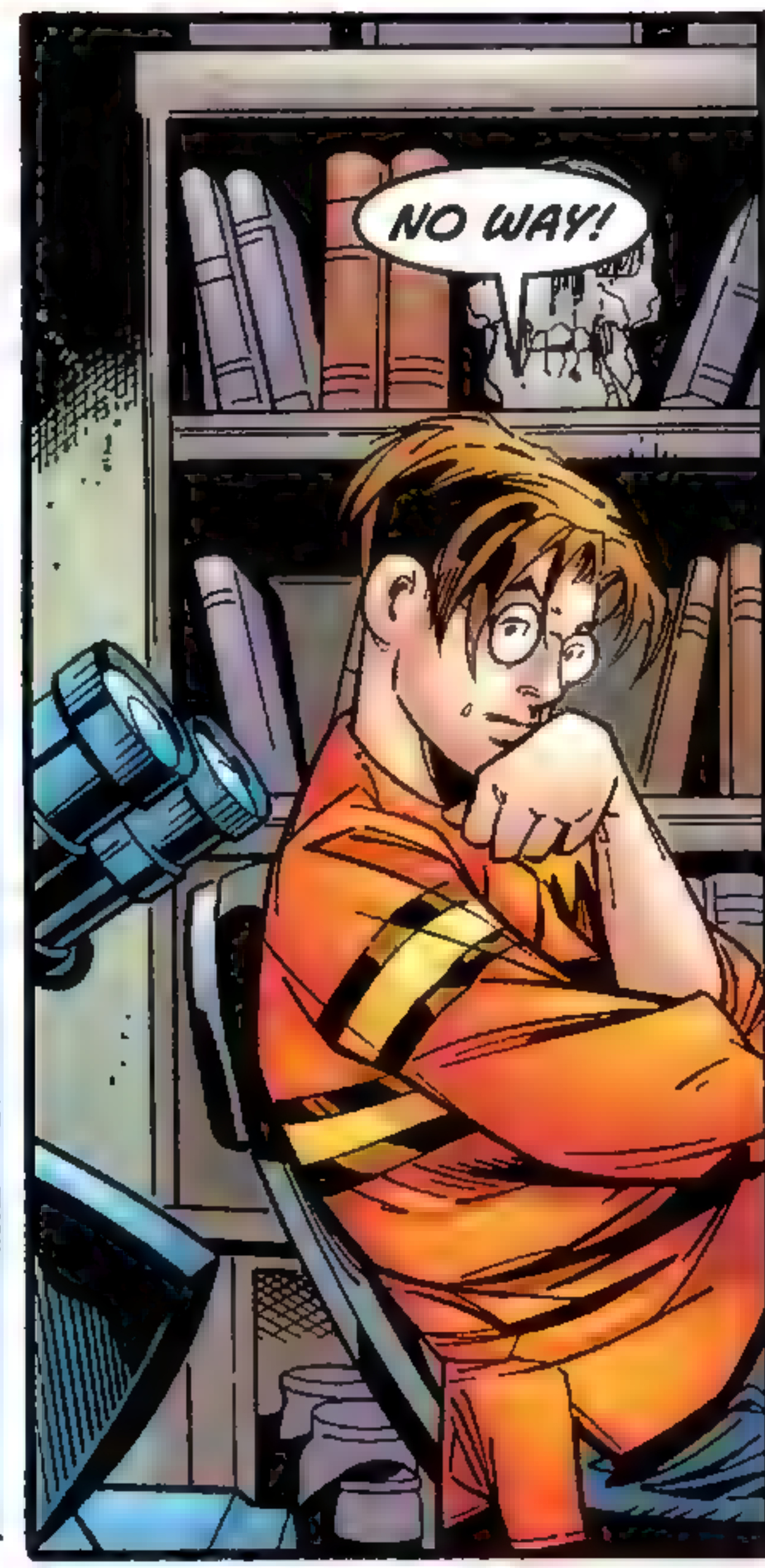
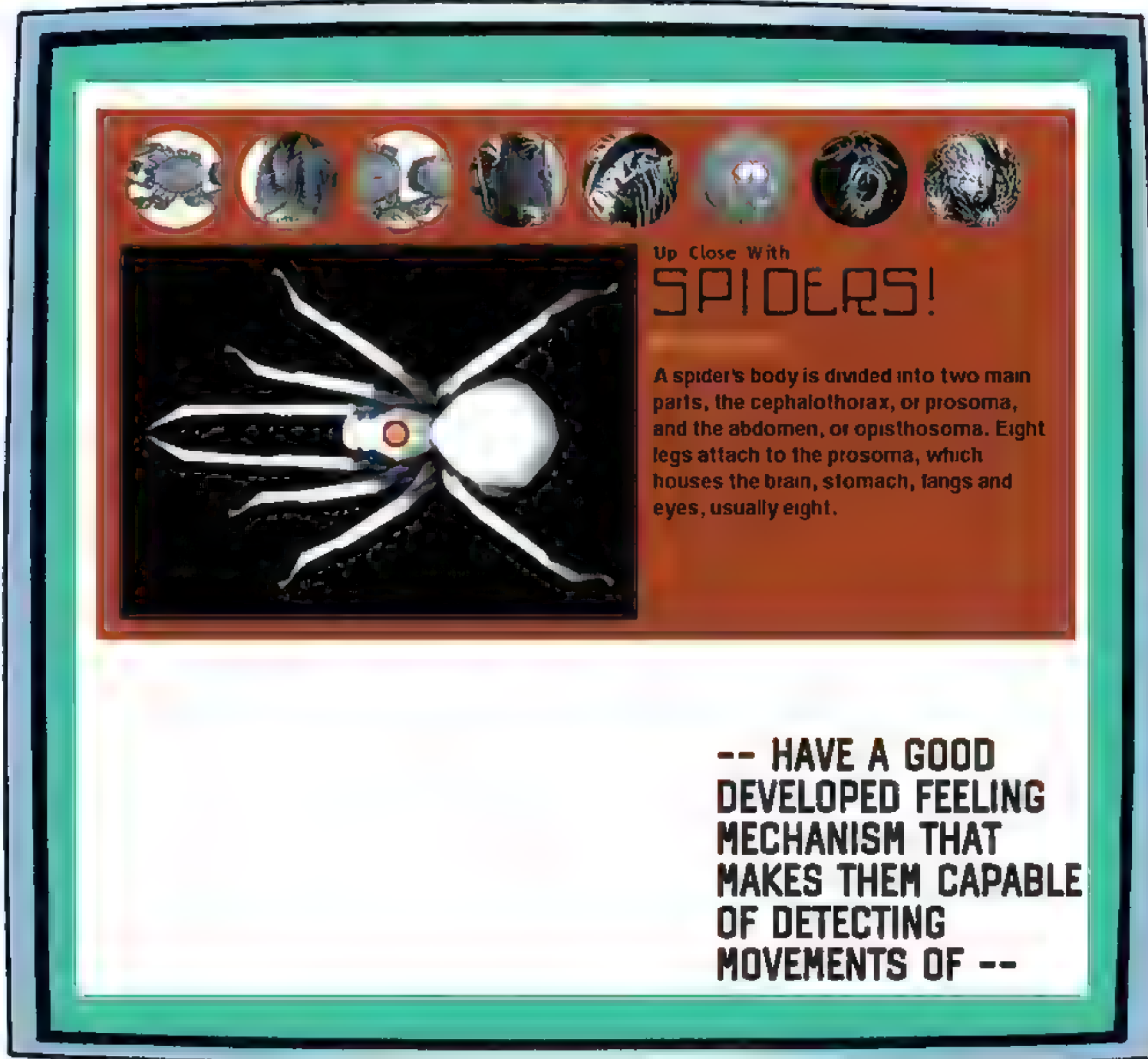
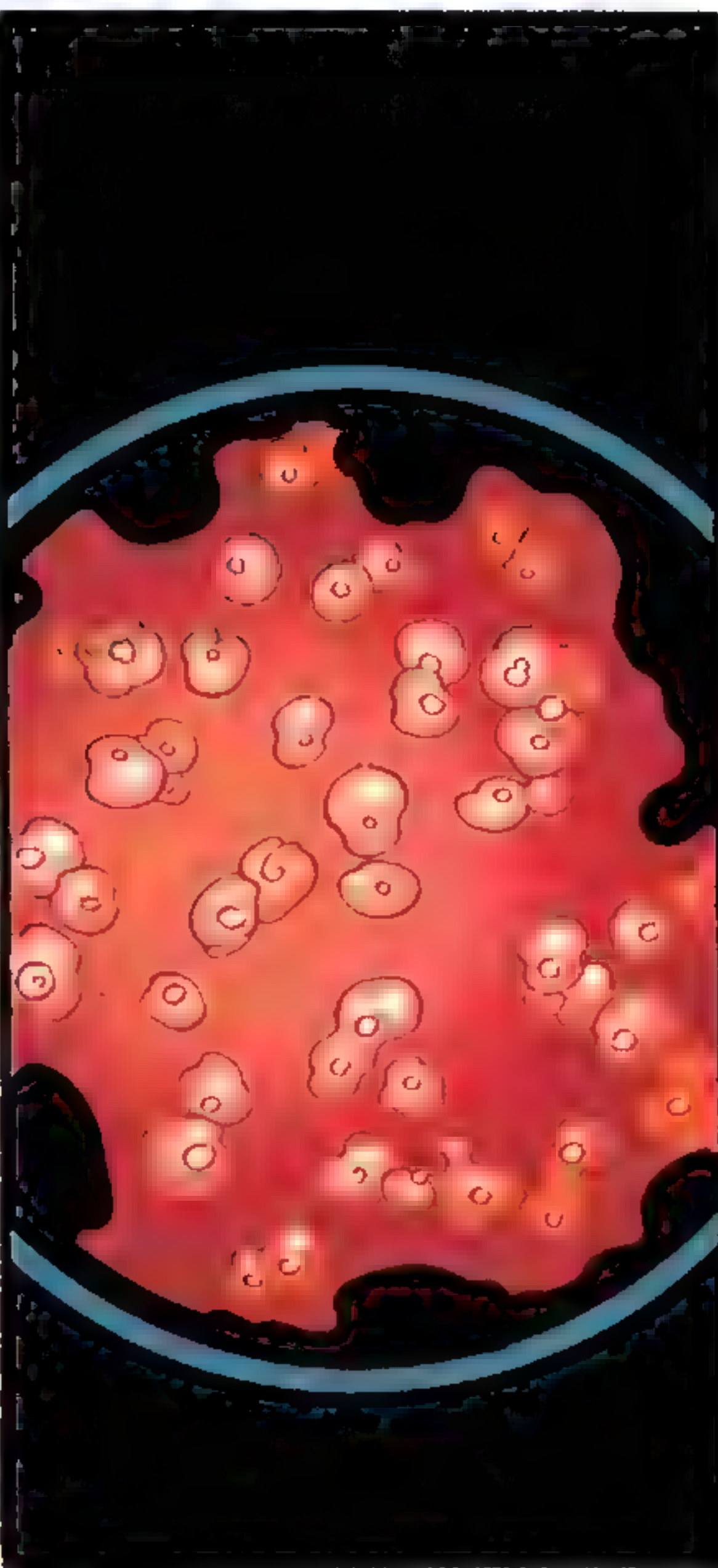
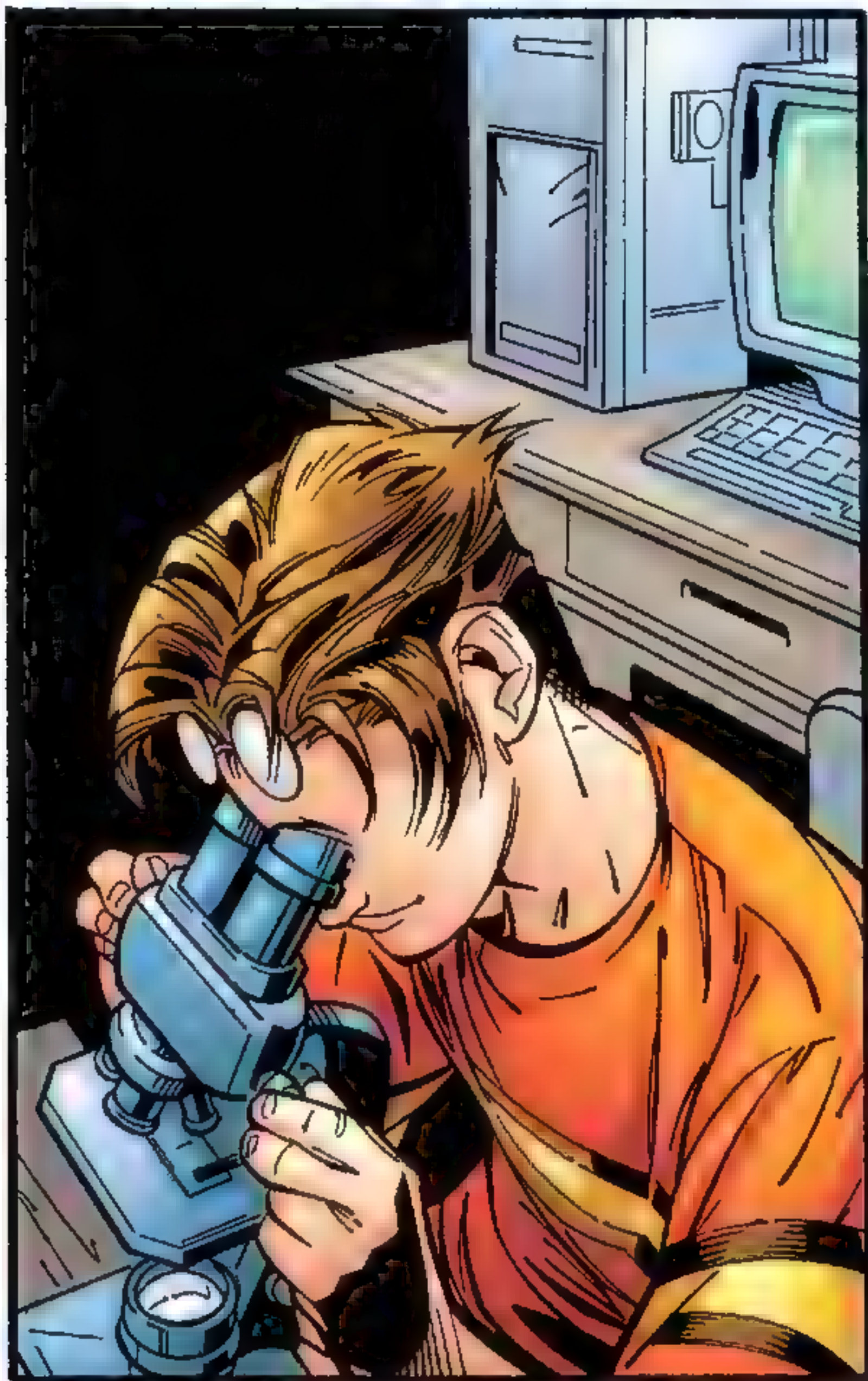
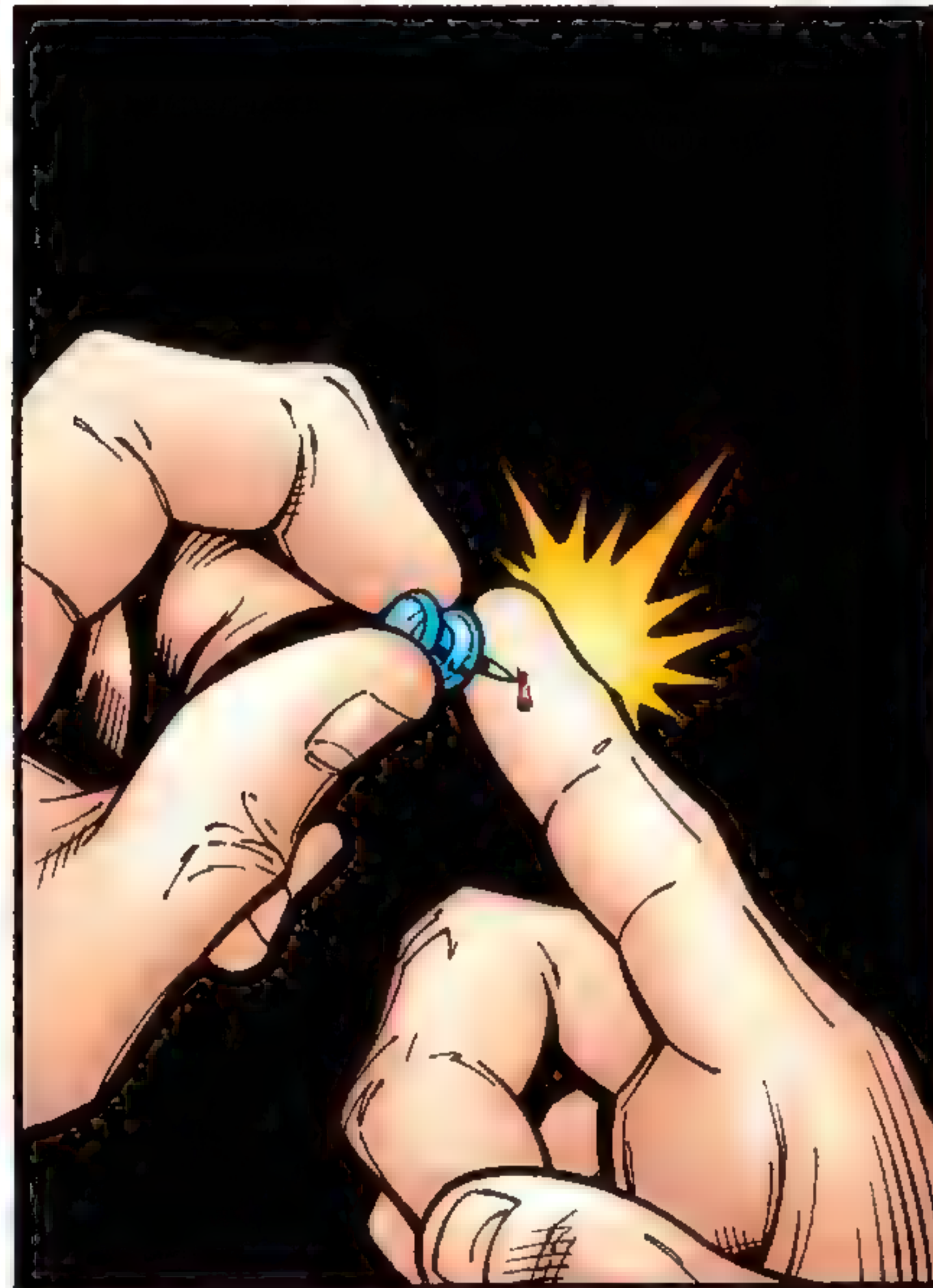
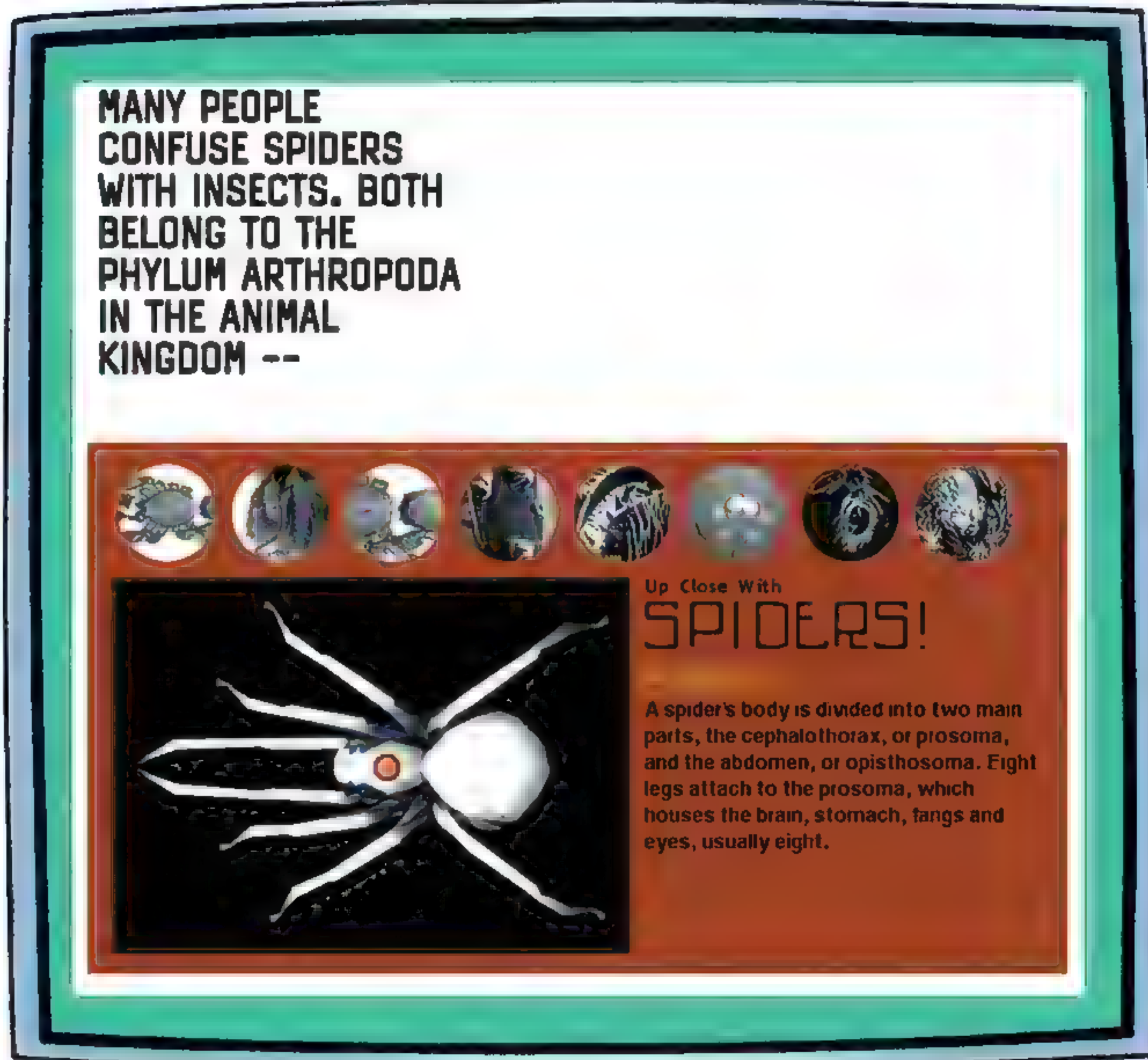
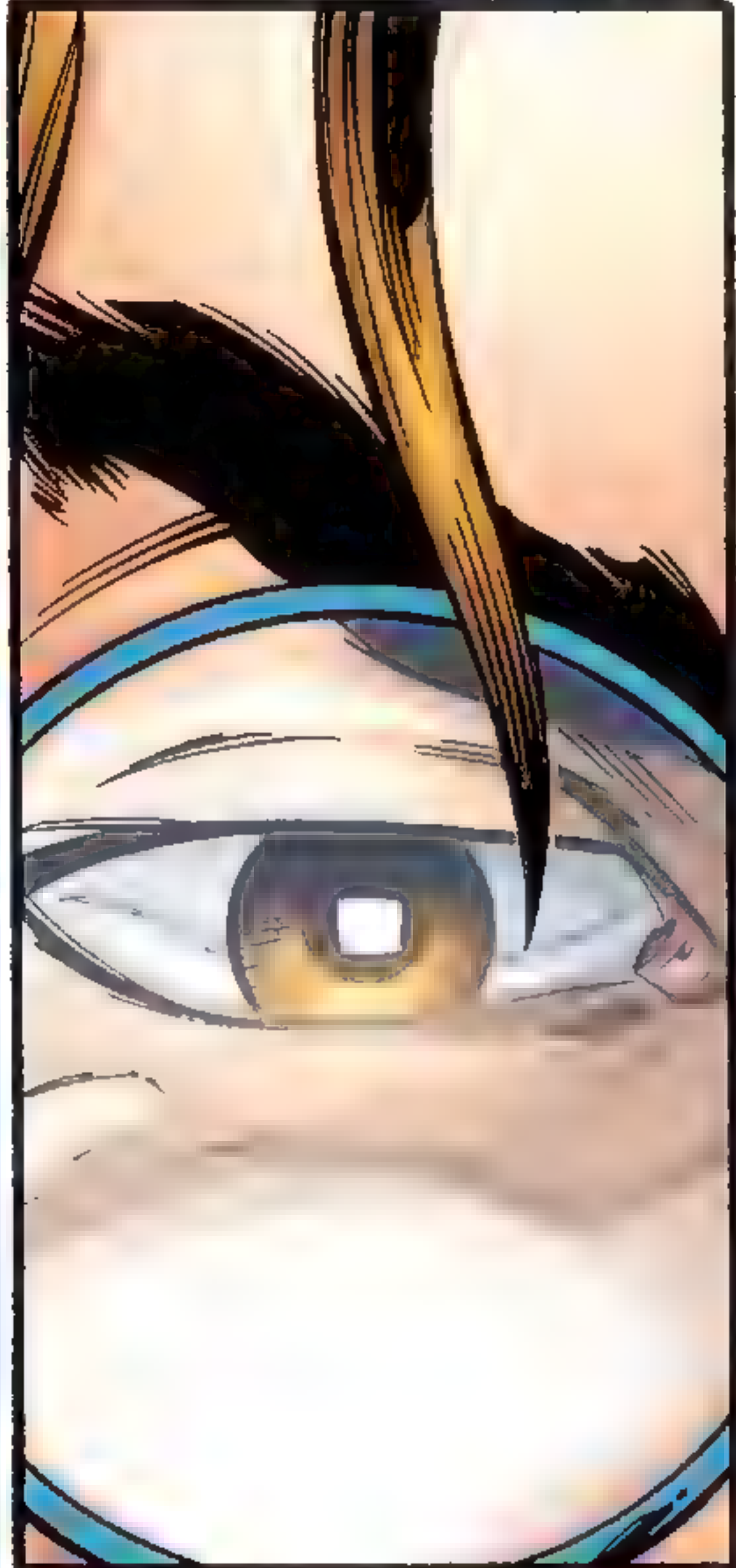
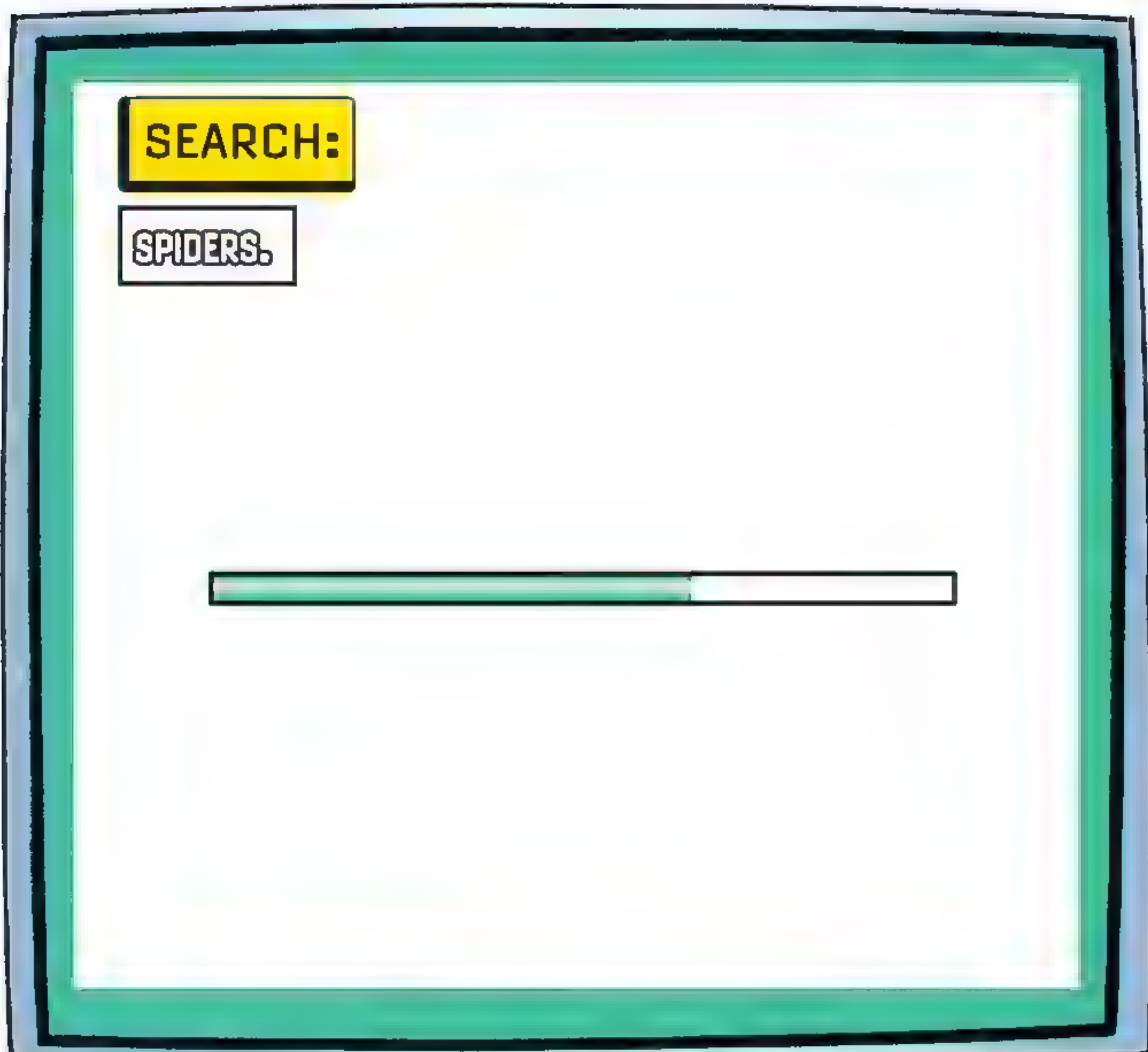






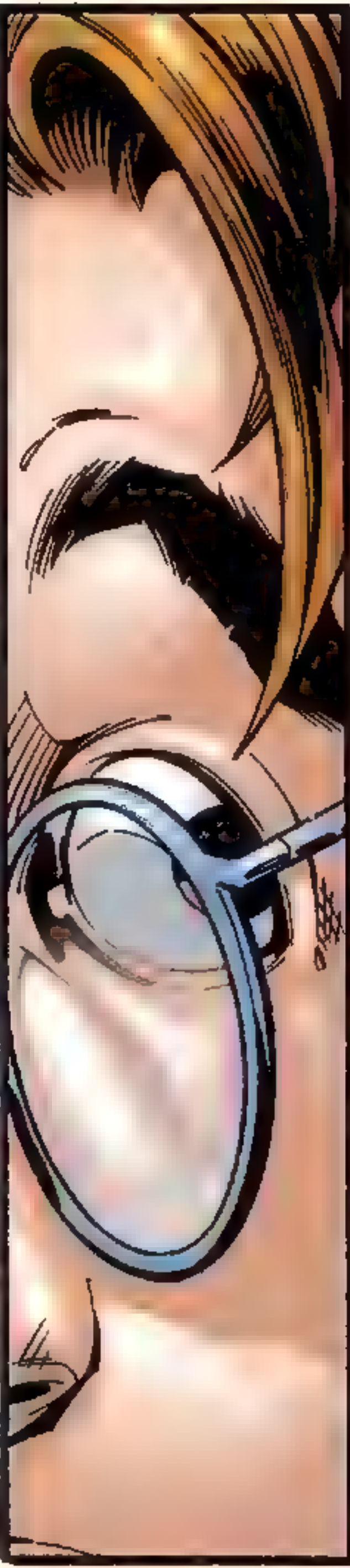








PETER,
GET UP
HERE.
NOW!

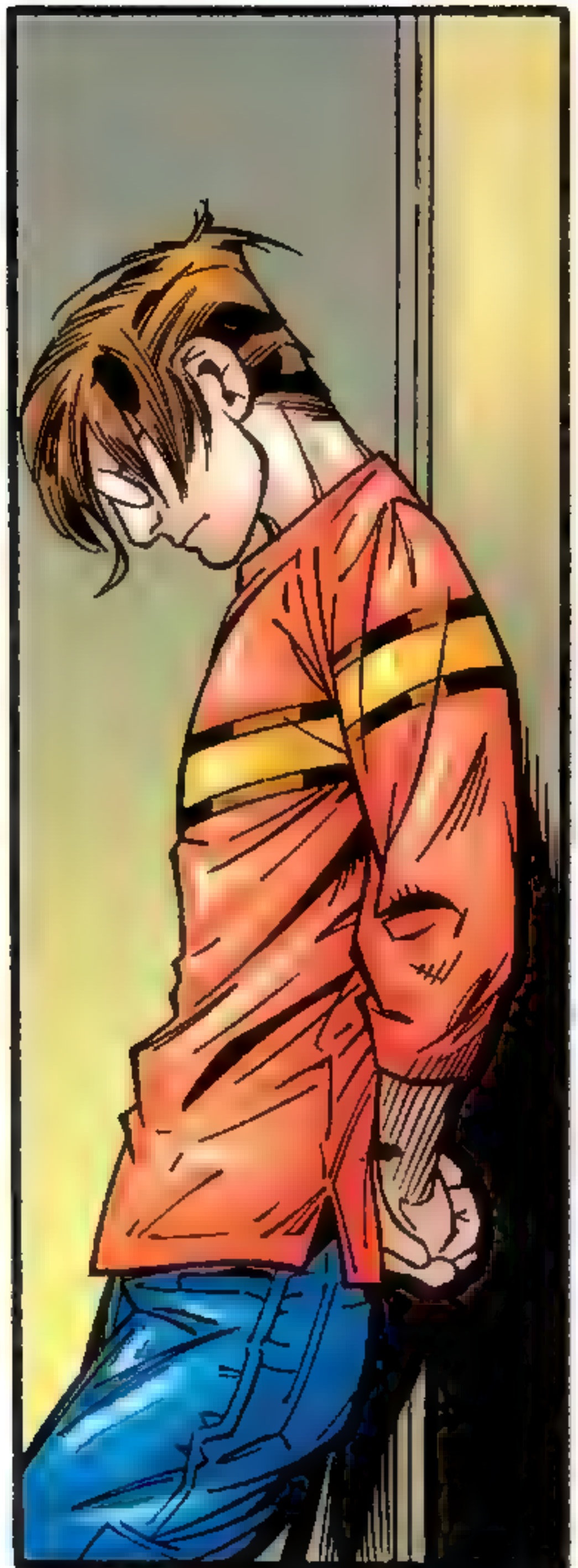


SO I GET A CALL
AT WORK, AND-AND THE
PRINCIPALS OFFICE SAYS
THAT HE DIDN'T EVEN
GO TO SCHOOL
TODAY.

WHERE HAVE
YOU BEEN ALL
DAY, PETER?

I WAS
IN MY
LAB.

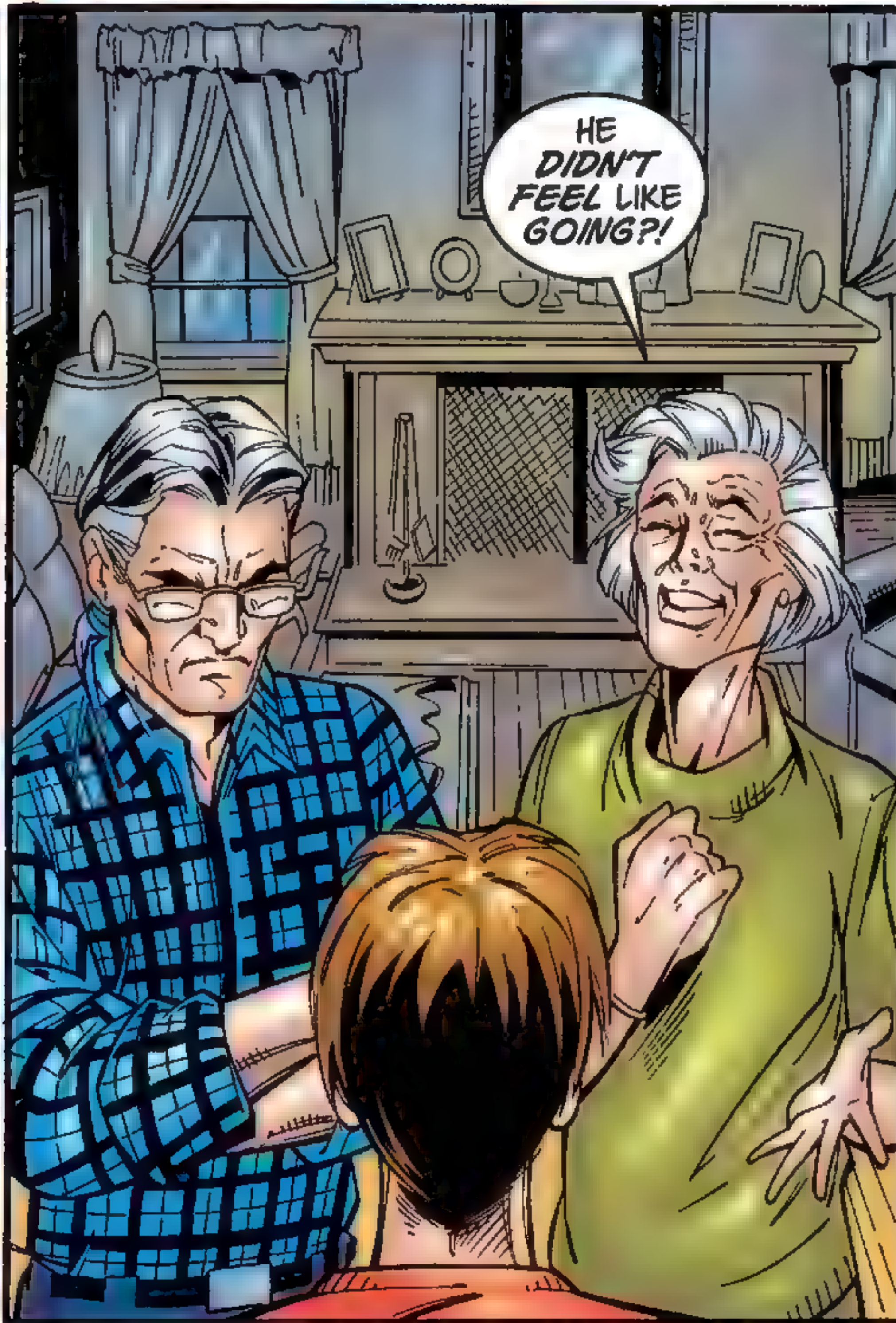
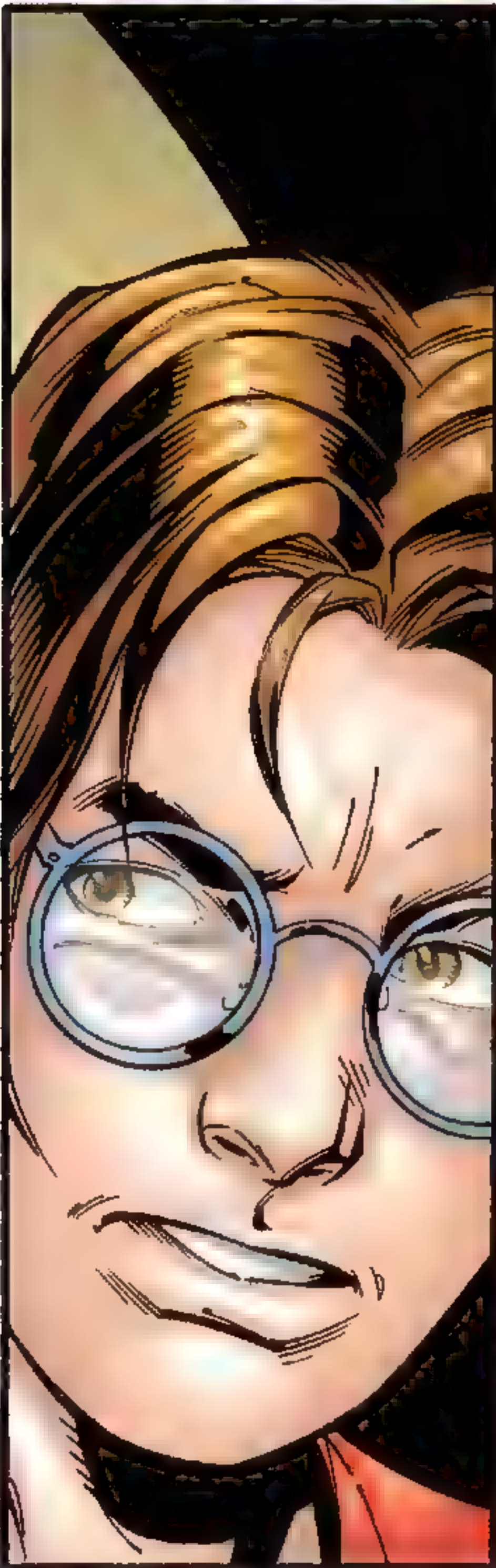
WHAT
WERE YOU
DOING?



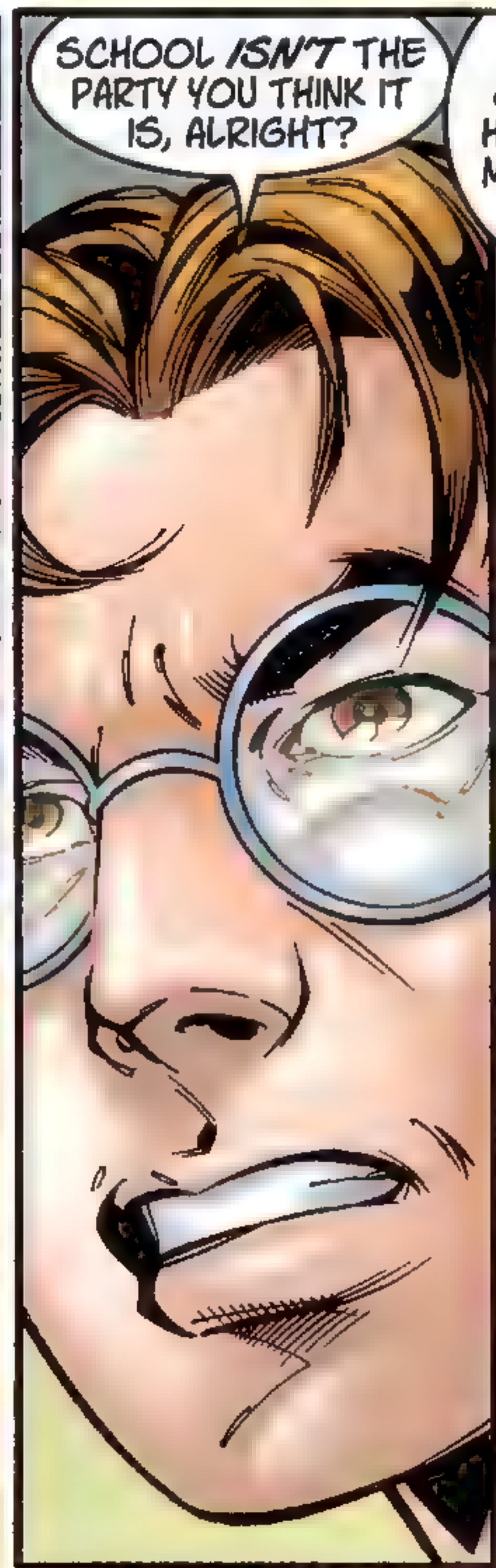
HELLO?

I DIDN'T *FEEL* LIKE
GOING TO SCHOOL
TODAY, ALRIGHT?!

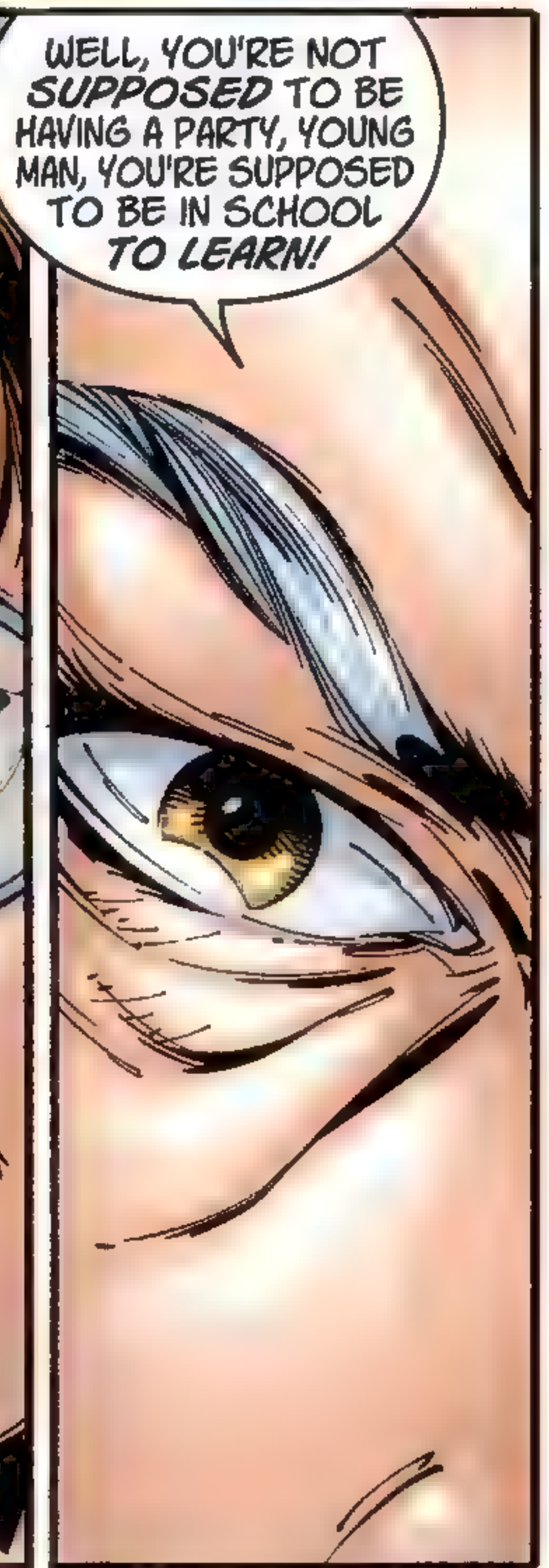
DIDN'T
"FEEL LIKE"
GOING?



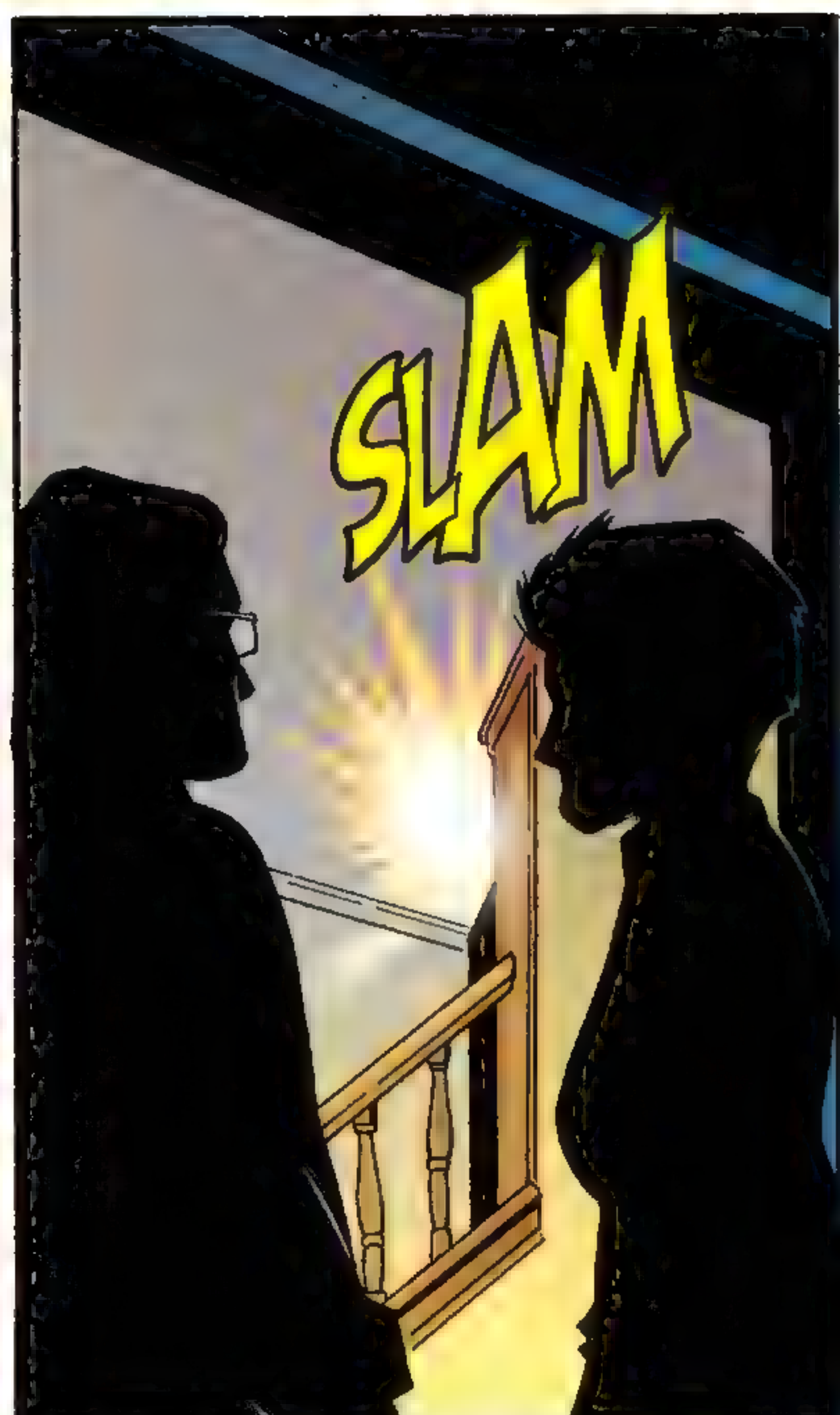
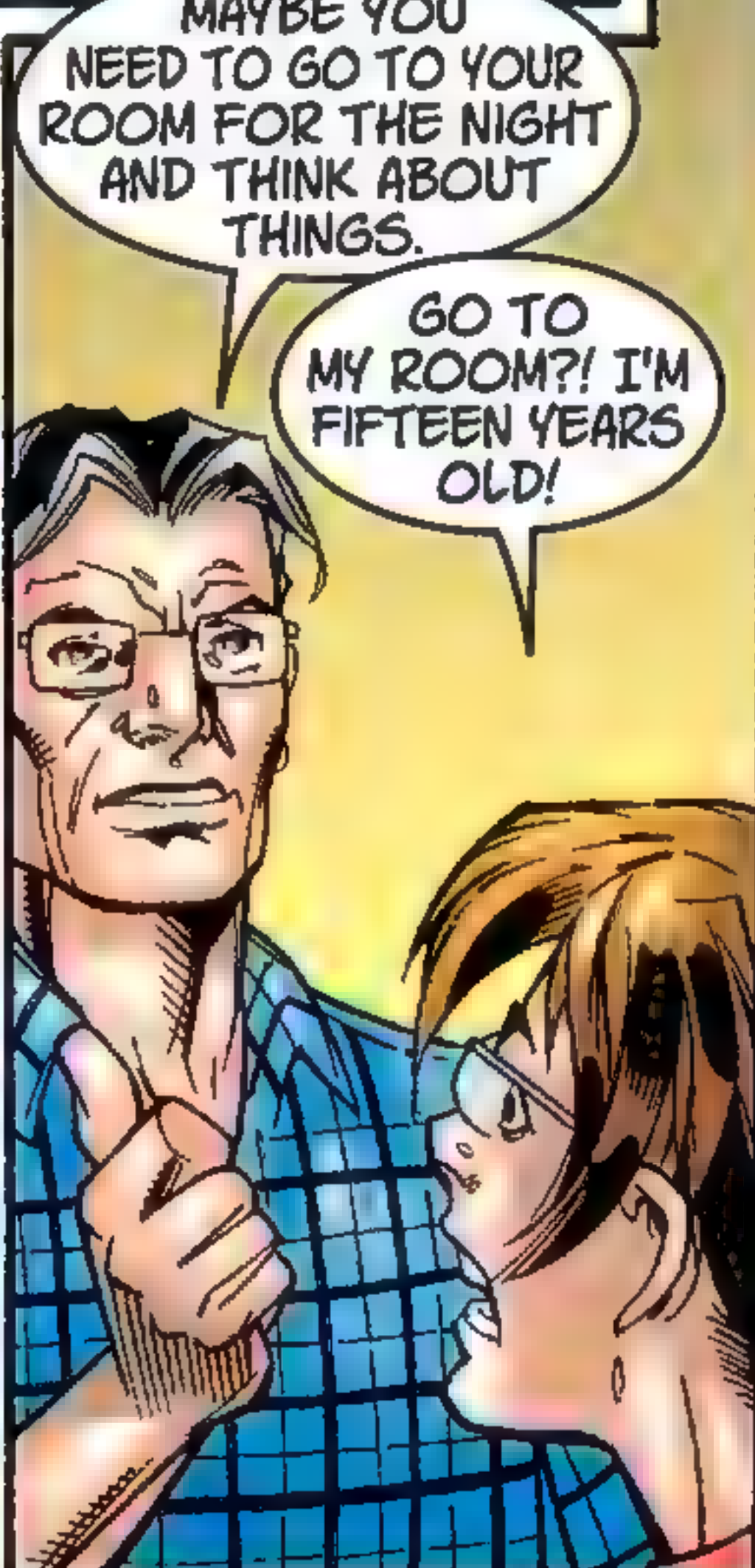
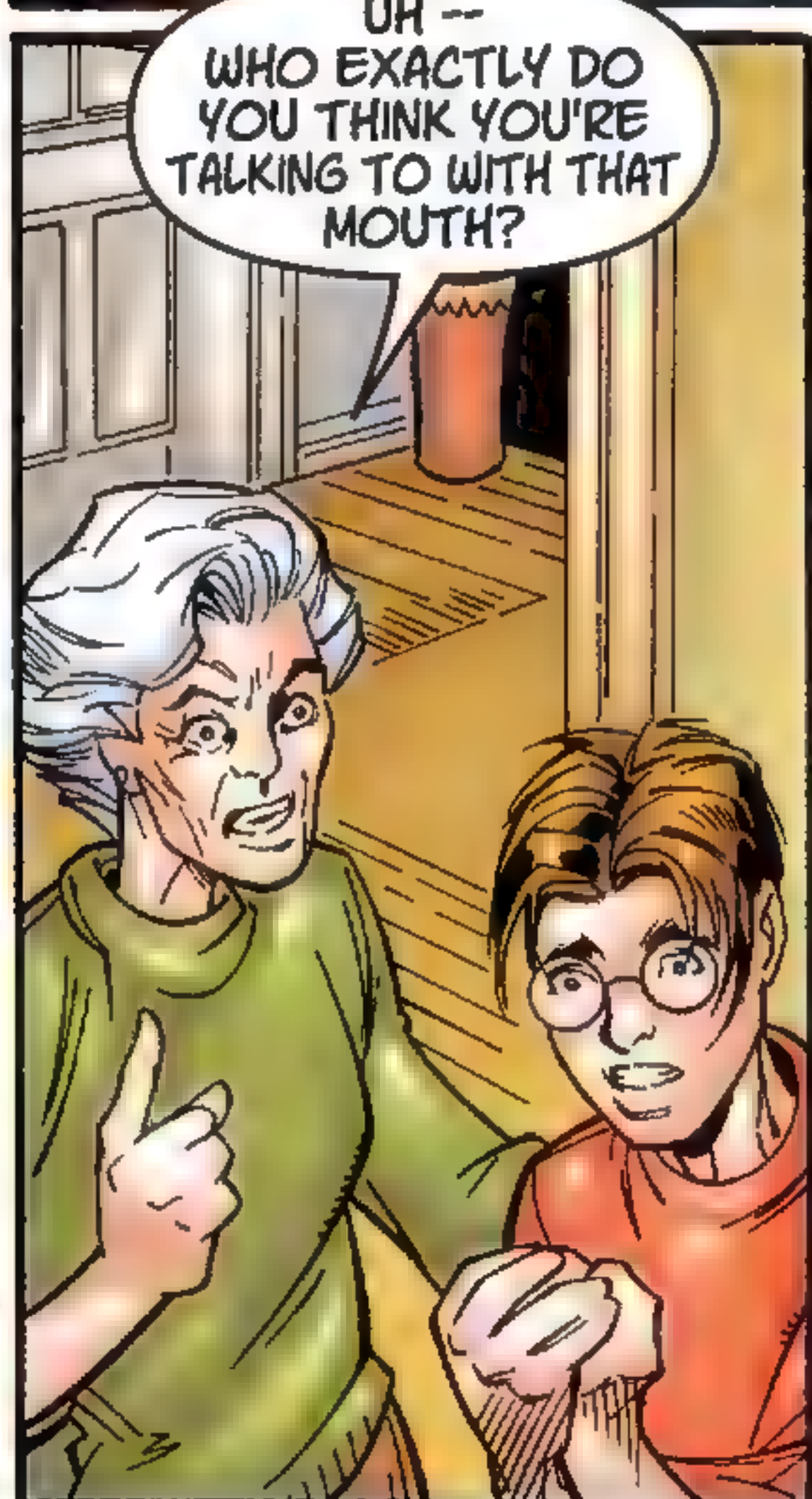
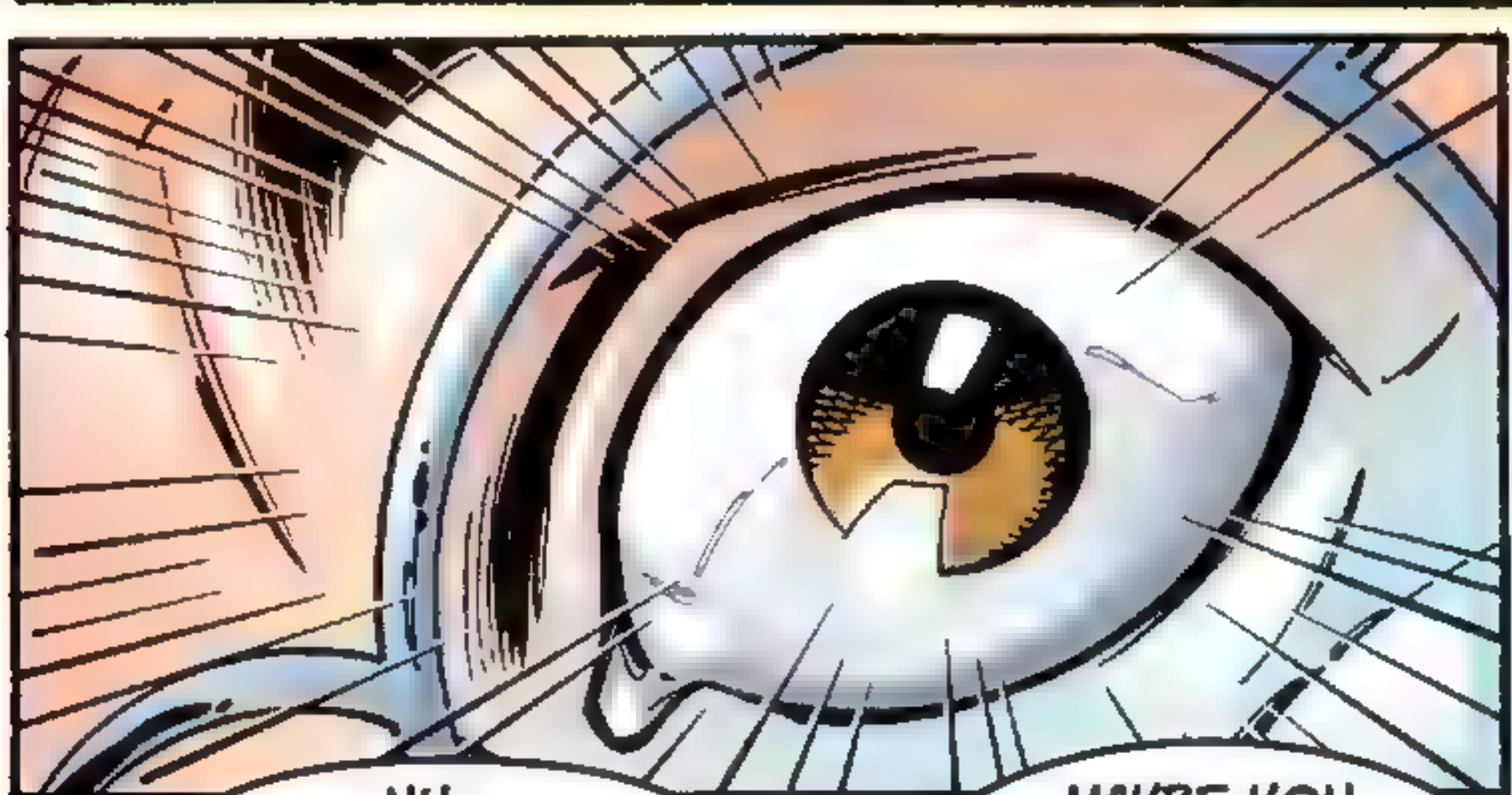
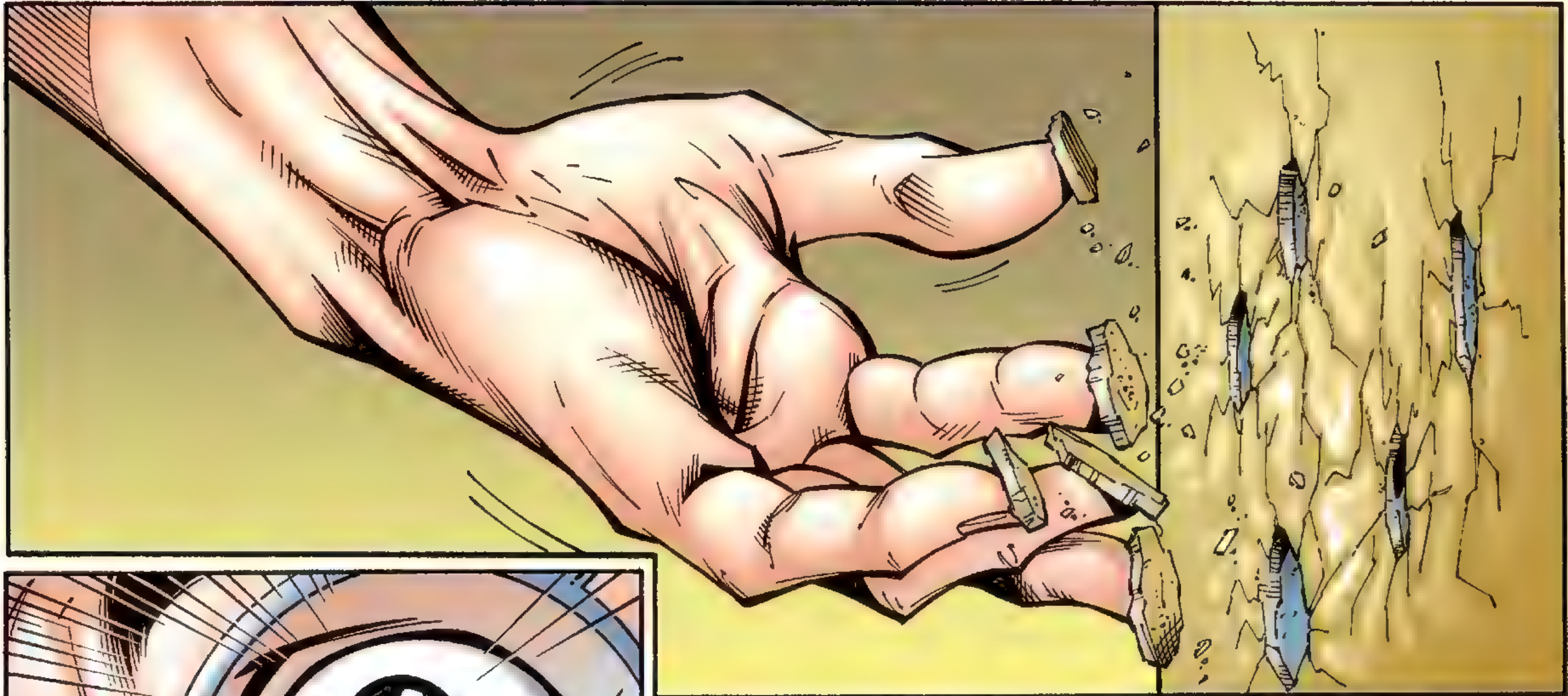
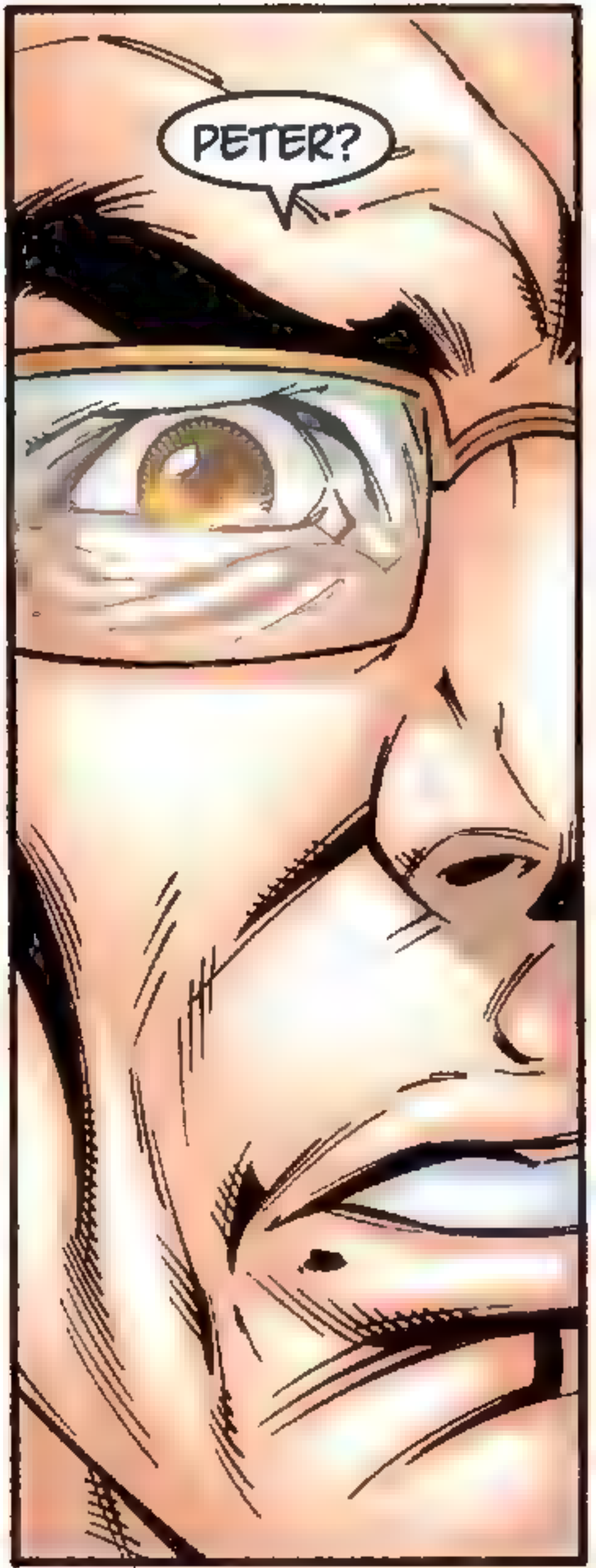
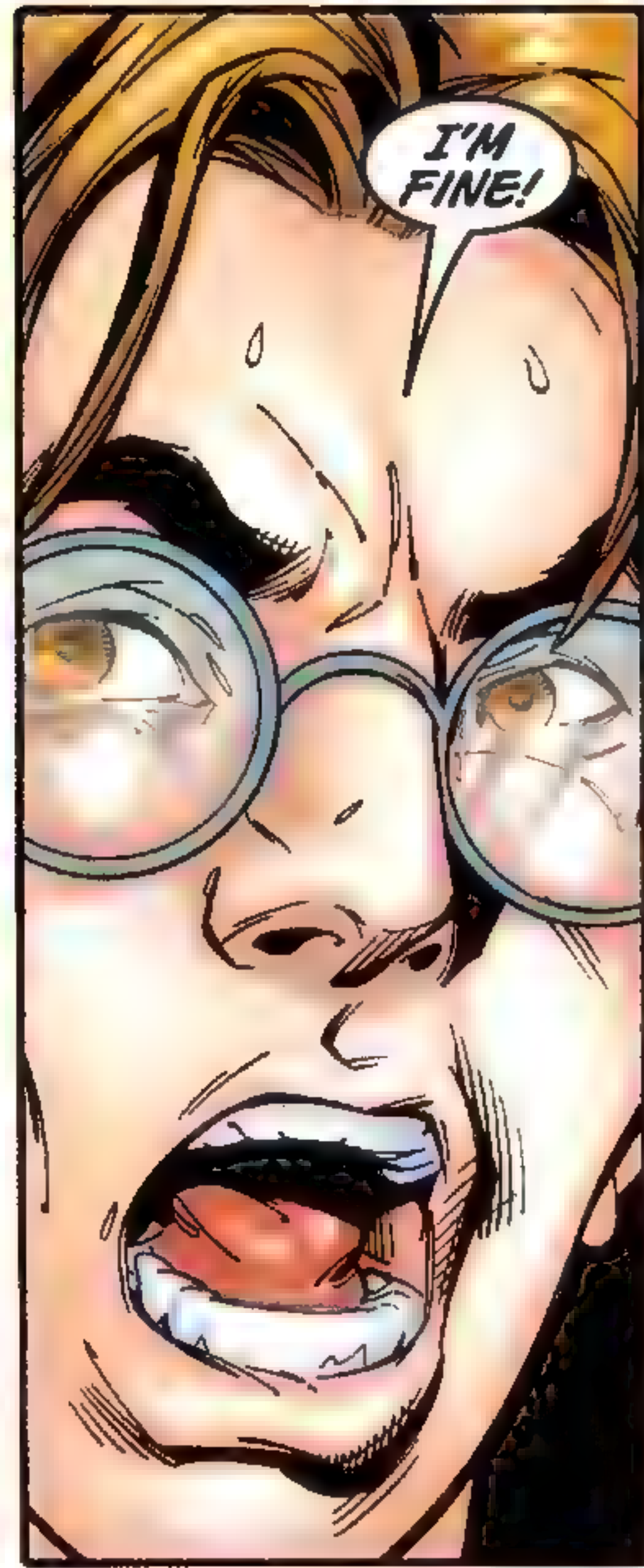
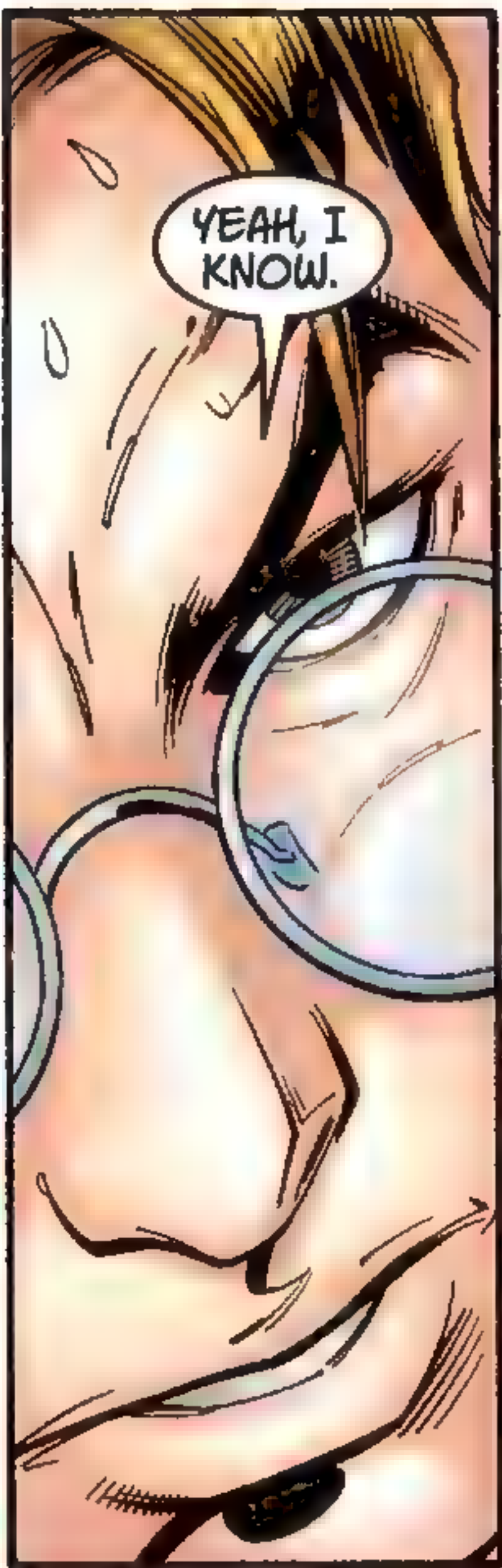
HE
DIDN'T
FEEL LIKE
GOING?!

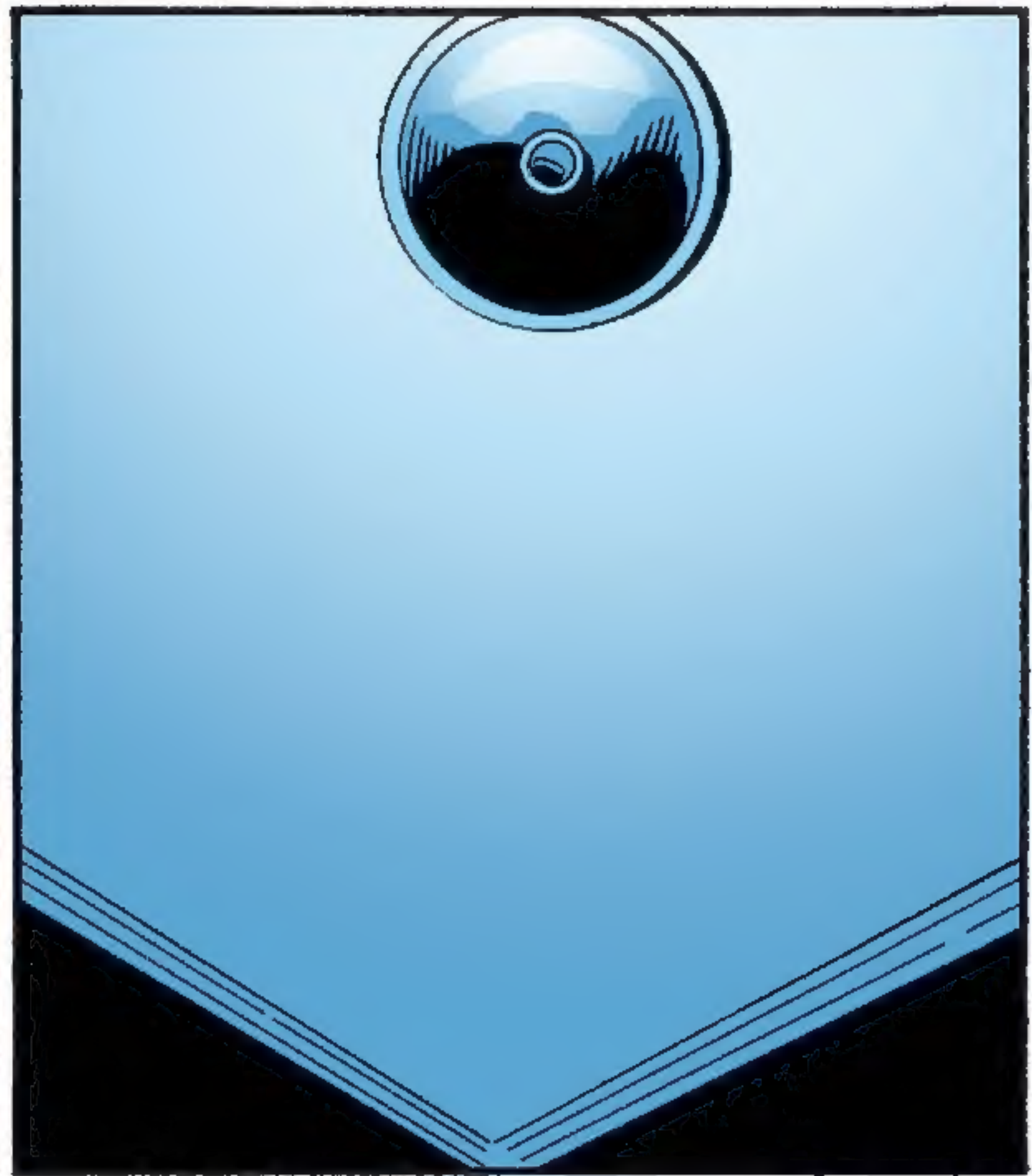
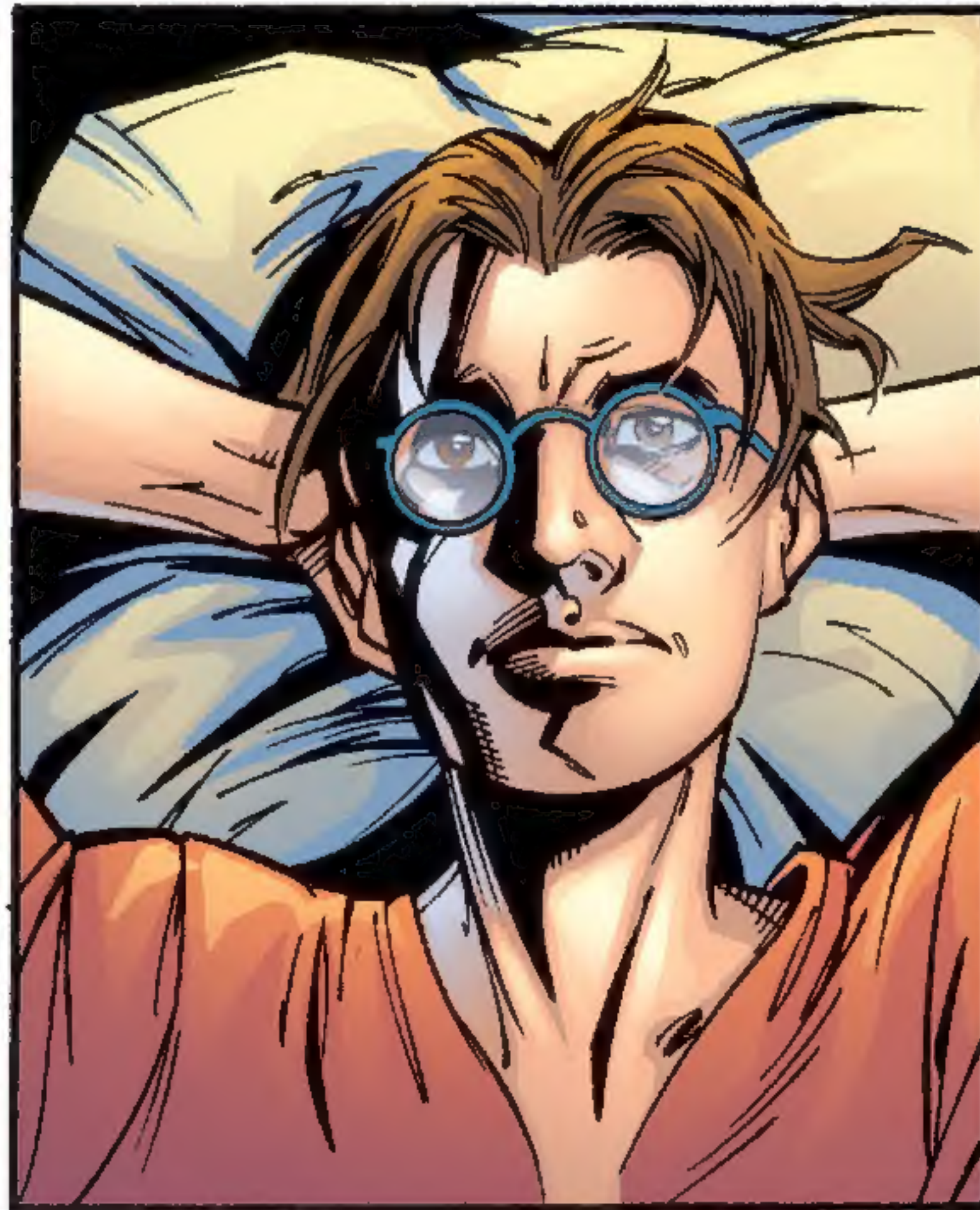
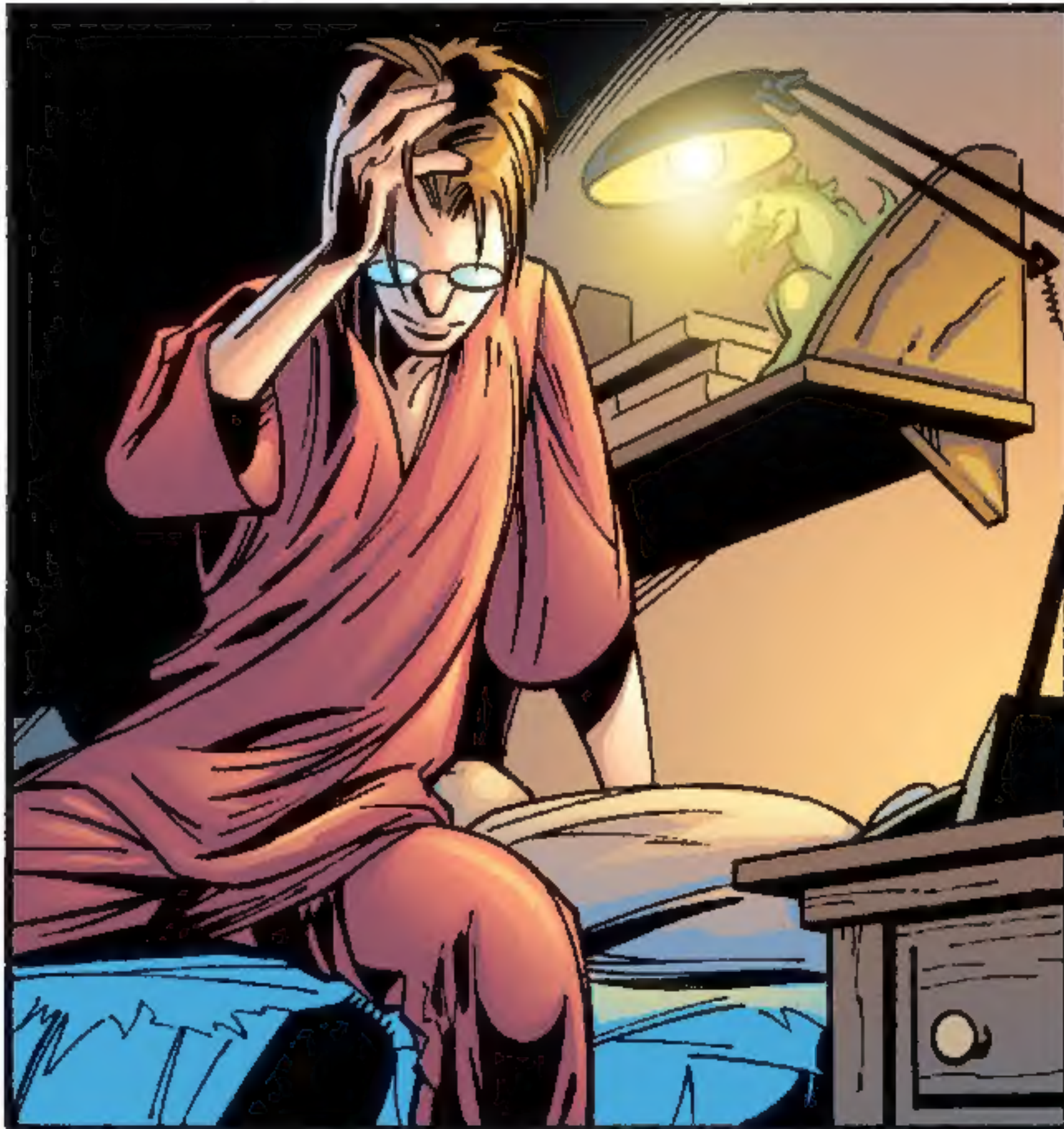
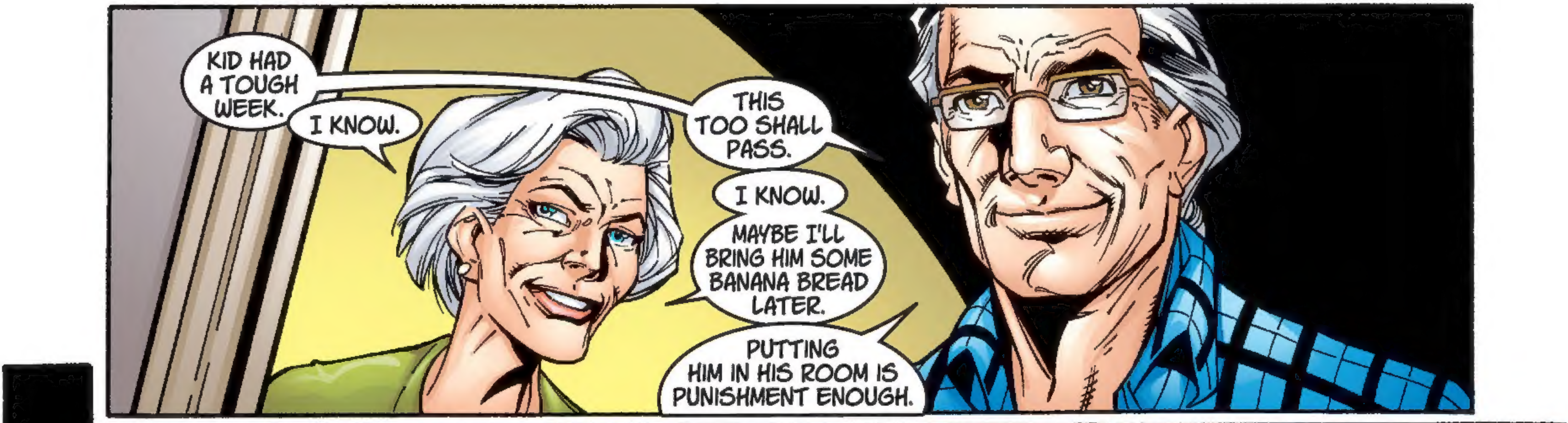


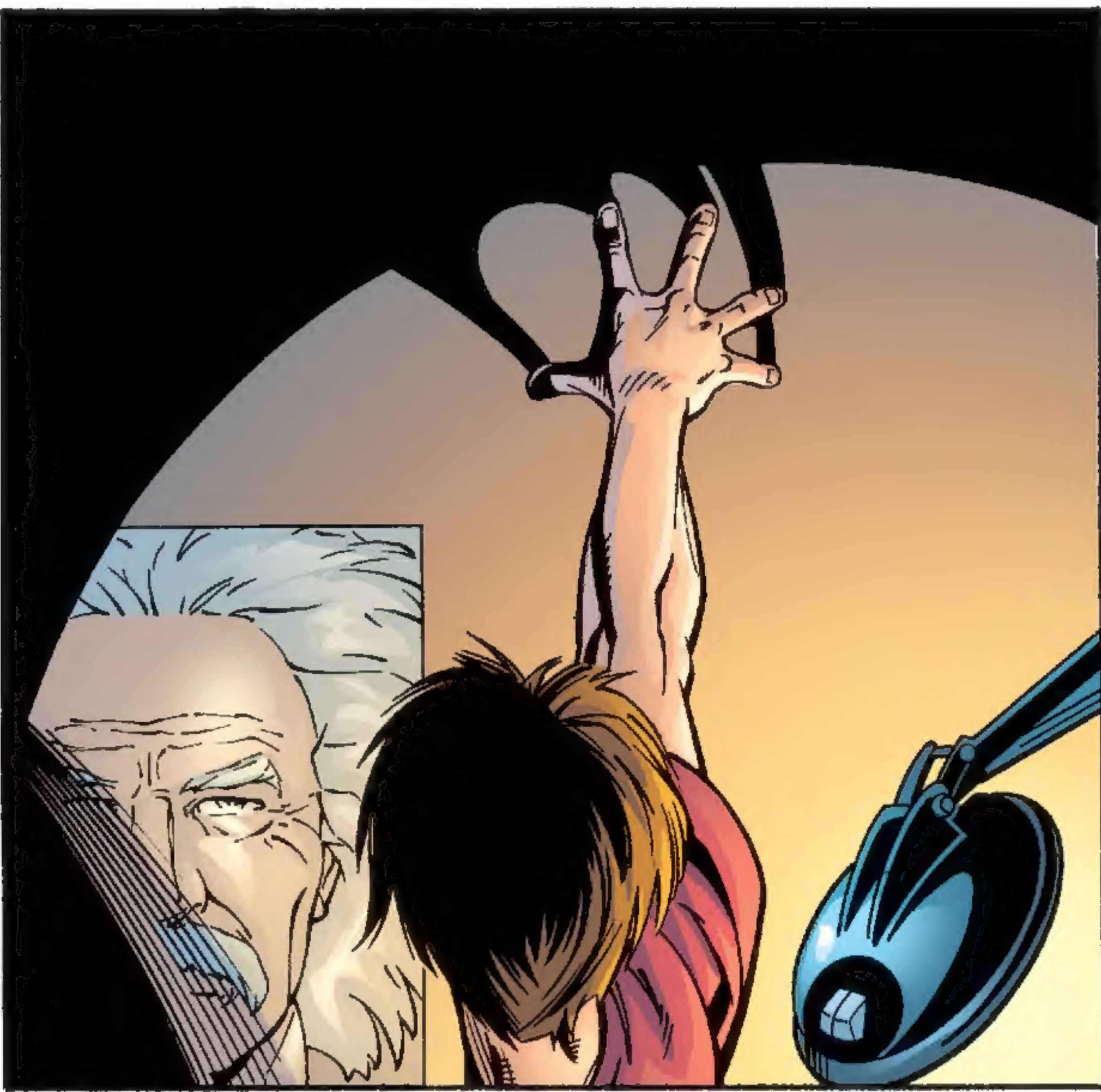
SCHOOL *ISN'T* THE
PARTY YOU THINK IT
IS, ALRIGHT?

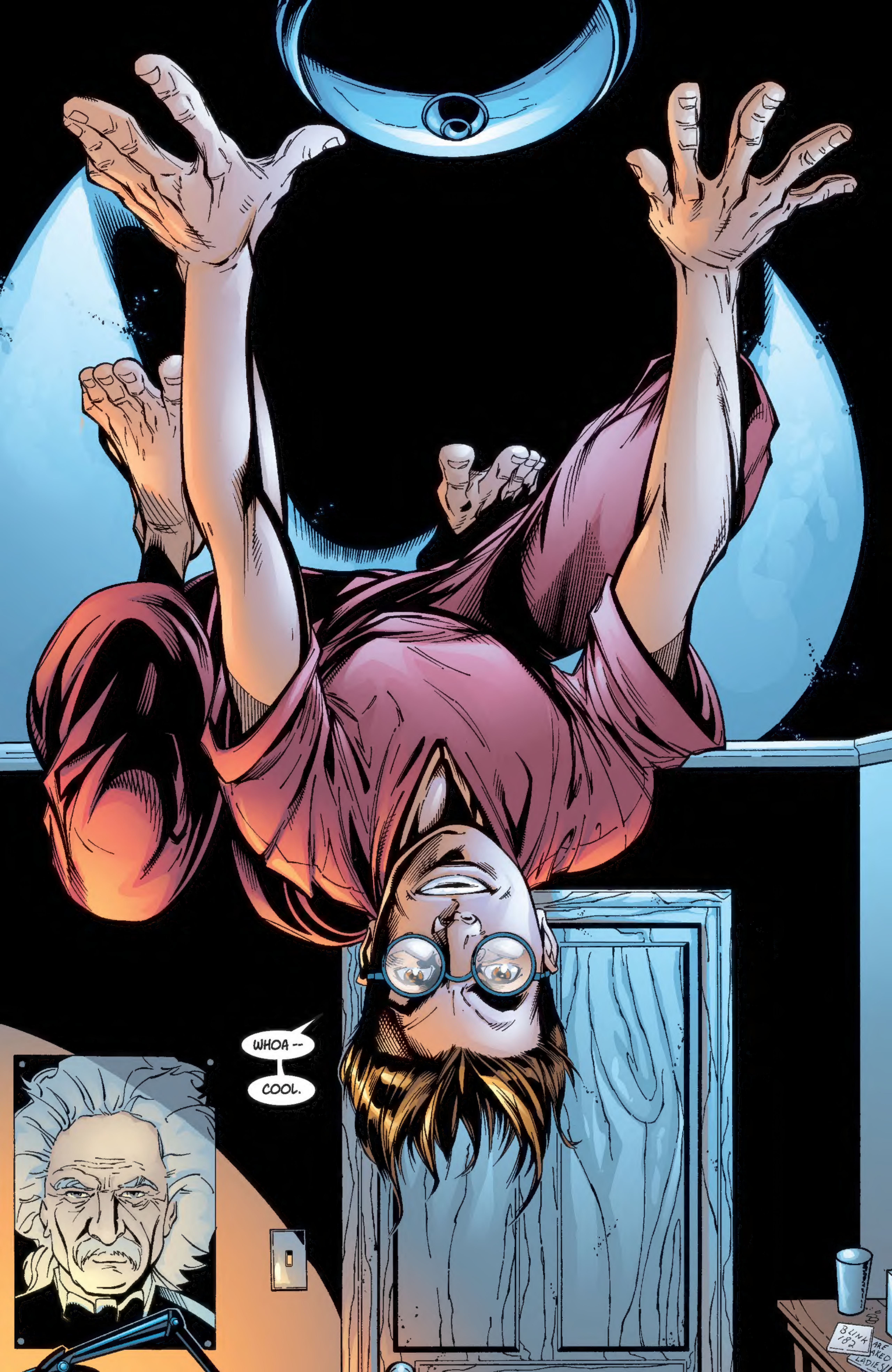


WELL, YOU'RE NOT
SUPPOSED TO BE
HAVING A PARTY, YOUNG
MAN, YOU'RE SUPPOSED
TO BE IN SCHOOL
TO LEARN!

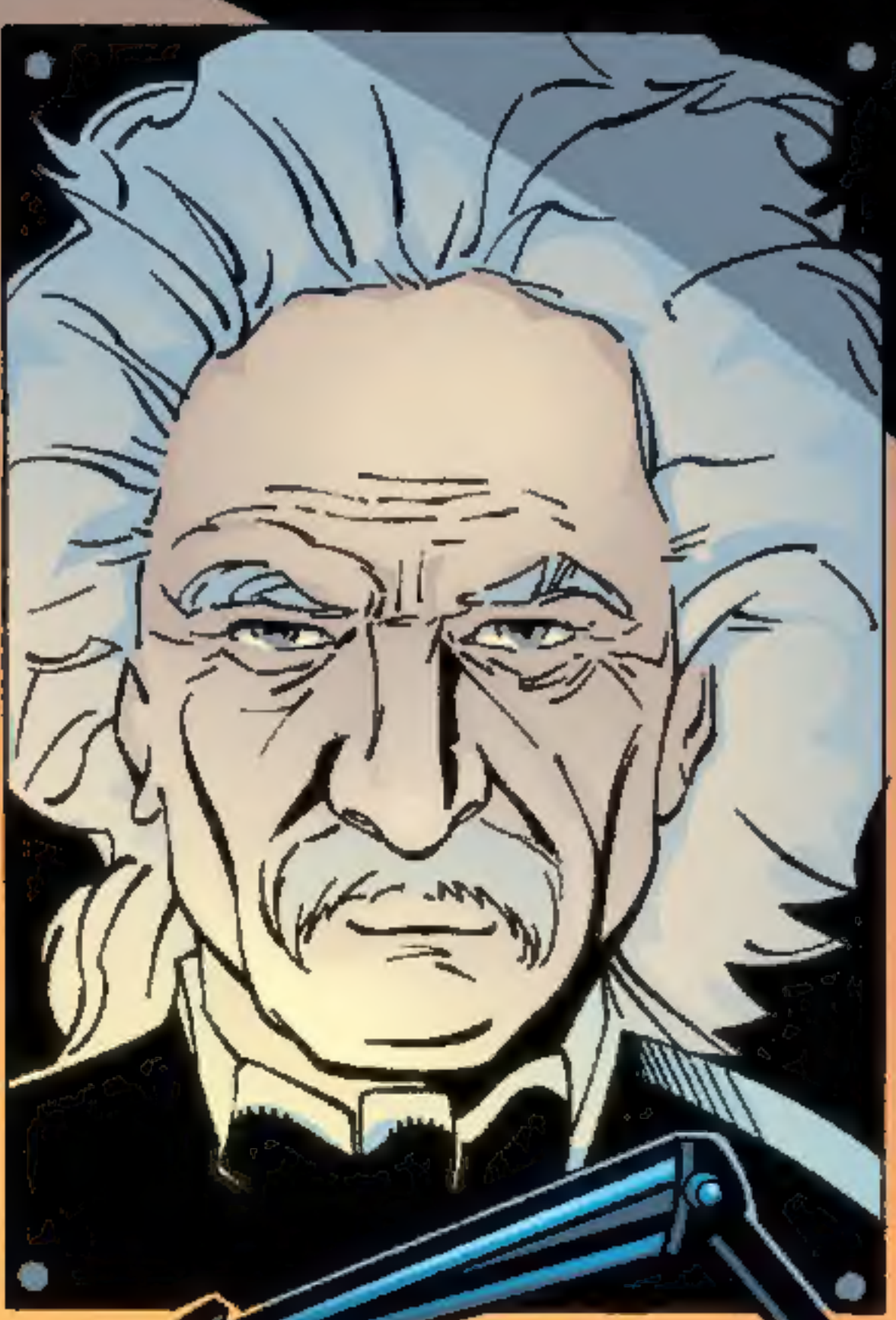








WHOA --
COOL.





SON OF

VULTURON